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Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 O1 MAR 16 PM 1:21
SECRETARY OF STATE

SECRETARY OF STATE TALLAHASSEE FLORIDA

400003856914--7 -03/19/01--01015--013 *****78.75 ******78.75

SUBJECT:	<u> Winchell's</u>	Home Maintenance Services, Inc.		
	(Proposed corporate name - must include suffix)			
	,			

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 \$\$\sum_\$\$ \$78.75 \$\$
Filing Fee Filing Fee & Filing Fee & Filing Fee, & Certificate & Certificate & Certificate

\$\$ADDITIONAL COPY REQUIRED\$

FROM:	Joel F. Winchell	_
	Name (Printed or typed)	
	703 Lewis Street	
	Address	
	u a	
		_
	Fruitland Park, FL 34731	
	City, State & Zip	,
	(352) 728-0781	
	Daytime Telephone number	

NOTE: Please provide the original and one copy of the articles.

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FILED

ARTICLES OF INCORPORATION

<u>OF</u>

01 MAR 16 PM 1:21

SECRETARY OF STATE TALLAHASSEE FLORIDA

WINCHELL'S HOME MAINTANCE SERVICES, INC.

The undersigned incorporator hereby associates themselves together to form a corporation under Chapter 607, Florida Statutes.

ARTICLE

NAME

The name of the corporation is:

WINCHELL'S HOME MAINTANCE SERVICES, INC.,

located at 703 Lewis Street, Fruitland Park, Lake County, Florida 34731.

ARTICLE II

GENERAL PURPOSE

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have the authority to issue is 60,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV TERM OF EXISTENCE

This corporation shall begin its existence on the day these Articles of Incorporation are filed with the Secretary of State of the State of Florida, and shall exist perpetually.

ARTICLE V ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT

The initial registered office of this corporation and the name of its initial registered agent at such address are:

Patricia A. Peters

2501 W. Main Street, Suite 110

Leesburg, FL 34748

ARTICLE VI DIRECTORS

The initial Board of Directors shall consist of two (2) members. A member of the Board of Directors need not be a resident of the State of Florida or a shareholder of the corporation.

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors have

been elected and qualified are as follows:

Joel F. Winchell

703 Lewis Street

Fruitland Park, FL 34731

and

Chioe M. Winchell

703 Lewis Street

Fruitland Park, FL 34731

OFFICERS

The name and address of each of the officers of the corporation are:

PRESIDENT/SECRETARY

Joel F. Winchell

703 Lewis Street

Fruitland Park, FL 34731

TREASURER

Chloe M. Winchell

703 Lewis Street

Fruitland Park, FL 34731

ARTICLE VIII INCORPORATORS

The name and address of each of the incorporators and the number of shares of stock which each shall take are:

NAME	ADDRESS S	HARES
Joel F. Winchell	703 Lewis Street. Fruitland Park. FL 34731	100

ARTICLE IX RESTRICTION ON TRANSFER

The transfer of any share of stock of this corporation shall be restricted and each stock certificate shall bear the notice of restriction in a conspicuous place.

The restriction shall read as follows:

"The shares of stock evidenced by this certificate may not be transferred, pledged, assigned, or encumbered except in accordance with the terms of the Buy-Sell Agreement, a copy of which is on deposit and maintained in the corporate book."

ARTICLE X AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI BYLAWS

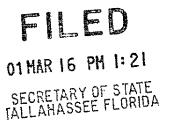
The power to adopt, amend or repeal the Bylaws shall be reserved to the Shareholders of this corporation.

ARTICLE XII INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this $\frac{74}{2}$ day of $\frac{20}{2}$

Joel F. Winchell



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

I hereby agree to act as initial Registered Agent for Winchell's Home Maintance Services, Inc. as stated in these Articles of Incorporation.

Dated: March <u>/4</u>, 2001

Patricia A. Peters