

Pa1000100039

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Home Depot Incentives, Inc.

FILED
01 OCT 15 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
01 OCT 15 AM 11:46
DIVISION OF CORPORATION

Name _____
Availability _____
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Verifier _____
W.P. Verifier _____

10/15/01

Order#: 4848742

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*****70.00 *****70.00

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

of 10/15

ARTICLES OF INCORPORATION
OF
HOME DEPOT INCENTIVES, INC.

ARTICLE I

NAME

The name of the Corporation is Home Depot Incentives, Inc.

ARTICLE II

ADDRESS

The street address of the initial principal office of the Corporation is 2455 Paces Ferry Road, Atlanta, Georgia 30339. The mailing address of the Corporation is the same as the street address of the Corporation's initial principal office.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

AUTHORIZED SHARES

The Corporation has authority to issue 1,000 shares of capital stock, all of which shall be common stock with \$.01 par value.

ARTICLE V

DIRECTORS

The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until a successor is elected and qualified are as follows:

John Merrick
2455 Paces Ferry Road
Atlanta, Georgia 30339

Carol B. Tomé
2455 Paces Ferry Road
Atlanta, Georgia 30339

Frank L. Fernandez
2455 Paces Ferry Road
Atlanta, Georgia 30339

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ARTICLE VI

REGISTERED AGENT

The street address of the initial registered office of the Corporation is c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. The initial registered agent of the Corporation at such address is CT Corporation System.

ARTICLE VII

ELIMINATION OF MONETARY LIABILITY OF DIRECTORS

No director of the Corporation shall be personally liable to the Corporation or to its shareholders for monetary damages for breach of his duty of care or other duty as a director; provided, that this provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by the Florida Business Corporation Act or any successor law or laws. Any amendment, modification or repeal of this Article shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such amendment, modification or repeal.

ARTICLE VIII

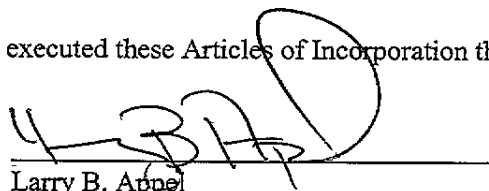
INCORPORATOR

The name and address of the incorporator are:

Larry B. Appel
2455 Paces Ferry Road
Atlanta, Georgia 30339

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of October, 2001.



Larry B. Appel
Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as registered agent.

CT CORPORATION SYSTEM

Dated: October 15th, 2001

By: Connie Bryan
Name: CONNIE BRYAN
Title: SPECIAL ASSISTANT SECRETARY