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ATTORNEY AT LAW
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BOARD CERTIFIED IN REAL ESTATE

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ALSO ADMITTED IN COLORADO

PO20000062184

May 21, 2002

Florida Department of State
Division of Corporations
P. O. Box 5327
Tallahassee, Florida 32314

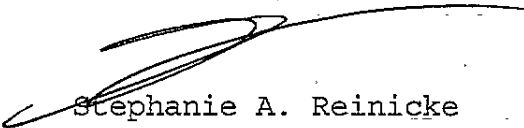
Re: **PIECE OF MIND HOME MANAGEMENT COMPANY, WATCHDOG, INC**

Dear Sir or Madam:

Enclosed are duplicated original articles of incorporation for the above referenced corporation, and my check for the filing in the amount of \$87.50.

Please file the articles and return a certified copy to my office.

Very truly yours,


Stephanie A. Reinicke

/sar
Enclosures
cc: Mr. and Mrs. Palmieri

FILED
02 JUN -3 PM-1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 24, 2002

STEPHANIE A. REINICKE
18000 2ND ST
STE 803
SARASOTA, FL 34236

SUBJECT: PIECE OF MIND HOME MANAGEMENT COMPANY, WATCHDOG, INC.
Ref. Number: W02000015127

We have received your document for **PIECE OF MIND HOME MANAGEMENT COMPANY, WATCHDOG, INC.** and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6930.

Donna Graves
Document Specialist
New Filing Section

Letter Number: 802A00033717

ARTICLES OF INCORPORATION
OF

Piece of Mind Home Management Company,
Watchdog, Inc.,
A Florida Corporation

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
NAME

The name of this Corporation is Piece of Mind ^{/Home} Management
Company, Watchdog, Inc., a Florida corporation.

Article II
TERM OF EXISTENCE

Pursuant to the provisions of Florida Statutes, the existence
of the Corporation shall commence upon filing of these Articles.
The Corporation shall have perpetual existence thereafter unless
dissolved pursuant to Florida Statutes.

Article III
NATURE OF BUSINESS

This Corporation is organized for the following purpose:
To engage in any and all lawful business.

Article IV
POWERS

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a

facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.
- (j) To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for

charitable, scientific or educational purposes.

- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V Principal Office

The principal office and mailing address of this corporation shall be 810 Blue Crane Drive, Venice, FL 34292.

ARTICLE VI Capital Stock

This Corporation is authorized to issue ONE HUNDRED (100) shares of common stock with no par value.

ARTICLE VII Initial Registered Office and Agent

The street address of the initial Registered Office of this Corporation is 1800 Second Street, Suite 803, Sarasota, Florida 34236, and the name of the initial Registered Agent of this Corporation at that address is STEPHANIE A. REINICKE, ESQUIRE.

ARTICLE VIII
Directors

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by the Bylaws but shall never be less than one (1) director and no more than five (5) Directors. The names and addresses of the initial Director of this Corporation who shall serve until his successor is duly elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
FRANK PALMIERI	810 Blue Crane Drive Venice, FL 34292

ARTICLE IX
Subscriber

The name and street address of the Incorporator signing these Article of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
FRANK PALMIERI	810 Blue Crane Drive Venice, FL 34292

ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner

provided by law.

WITNESS my hand and seal at Sarasota, Florida, this 21
day of May, 2002.

Frank Palmieri
Frank Palmieri
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this
21 day of May, 2002, by FRANK PALMIERI who is personally
known to me or who produced his FL Driver's License as
identification.

 Stephanie Ann Reinicke
My Commission CC886972
Expires December 16, 2003

[Signature]
Notary Public Signature
Printed Name _____
My commission expires: _____

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing
Articles of Incorporation as Registered Agent, hereby agrees to
accept said designation; to accept Service of Process; to keep the
office open during prescribed hours; to post my name (and any
other officers of said corporation) authorized to accept Service
of Process at the above Florida designated address) in some
conspicuous place in the office as required by law.

[Signature]
STEPHANIE A. REINICKE
Registered Agent

FILED
02 JUN -3 PM 1:41
TALLAHASSEE, FLORIDA
SECRETARY OF STATE