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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HOMESCYCLES, INC.

The undersigned, acting as incorporator of HOMESCYCLES, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is HOMESCYCLES, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is 350 Northeast 107th Street, Miami, Florida 33161.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 350 NE 107th Street, Miami, Florida 33161, and the name of the corporation's initial registered agent at that address is Anton Seiss.

ARTICLE VII. BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two. The number of directors may be either increased or decreased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the director are:

<u>Name</u>	<u>Address</u>
Anton Seiss	350 NE 107 th St. Miami, Florida 33161
Amy Seiss	350 NE 107 th St. Miami, Florida 33161

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are Lori K. Weems, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on

shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 19th day of August, 2002.


Lori K. Weems, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

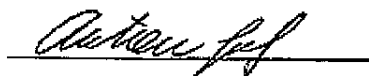
That Homescycles, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 350 NE 107th Street, Miami, Florida 33161, has named Anton Seiss as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 19th day of August, 2002.

Anton Seiss



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