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DORAN WOLFE ROST ANSAY FAX: 386-253-4260
Division of Corporations

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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : DORAN, WOLFE, ROST & ANSAY
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FLORIDA PROFIT CORPORATION OR P.A.

Home Services Association Corp.

Certificate of Status	0
Certified Copy	0
Page Count	015
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HOME SERVICES ASSOCIATION CORP.**

ARTICLE I. NAME

The name of this corporation shall be HOME SERVICES ASSOCIATION CORP.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of common capital stock at a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

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ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy Of
Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be One. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

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The name and address of the individual who shall serve as a member of the Initial Board Of Directors is James D. Coleman, and the address is 1269 South Beach Street, #2127, Daytona Beach, Florida 32114.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Kim F. Heller II.

ARTICLE X. PRINCIPAL OFFICE

The address of this corporation's principal office shall be: 1269 South Beach Street, #2127, Daytona Beach, Florida 32114.

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Kim F. Heller, II, 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

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ARTICLE XIII. MAILING ADDRESS

The mailing address of the Corporation is 1269 South Beach Street, #2127, Daytona Beach, Florida 32114.

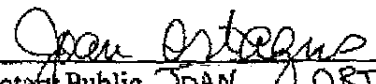

Kim F. Heller II - Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of HOME SERVICES ASSOCIATION CORP. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for HOME SERVICES ASSOCIATION CORP.


Kim F. Heller II - Registered Agent

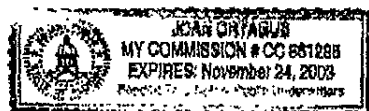
State Of Florida,)
) ss.
County Of Volusia.)

On January 24, 2003, Kim F. Heller II, designated above as the individual who shall serve as the corporation's incorporator and initial registered agent, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of HOME SERVICES ASSOCIATION CORP.


Notary Public JOAN ORTIGAS

My commission expires: 11-24-2003

(SEAL)



Articles Of Incorporation Of Home Services Association Corp.

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