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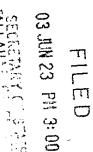
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June /8, 2003 ___

Florida Dept. of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32301

Subj: Incorporation of HOMEPRIDE INC.

Dear Sir:

Enclosed please find the following:

- 1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
- 2. My check in the amount of \$78.75 to cover the filing fee.
 - Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (321) 729-6399

Thank you for your assistance in this matter.

Terry L. Houck

Sincerely,

ARTICLES OF INCORPORATION

OF

HOMEPRIDE INC.

ARTICLE I. NAME

The name of this corporation is

HOMEPRIDE INC.

FILED
3 JUN 23 PH 3: 00

-ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

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

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of
this corporation is 325 Tangle Run Blvd., Melbourne, Florida,

32940 and the name of the initial registered agent of this
corporation at that address is TERRY L. HOUCK.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially.

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

TERRY L. HOUCK

325 Tangle Run Blvd.

Suite 1114

Melbourne, FL 32940

TERRENCE O. HOUCK

325 Tangle Run Blvd.

Suite 1114

Melbourne, FL 32940

Melbourne, FL 32940

ARTICLE VIII. PRINCIPAL OFFICE AND MATLING ADDRESS

The principal office of the corporation is located at

325 Tangle Run Blvd., Suite 1114, Melbourne, FL 32940, and
the mailing address of the corporation is 325 Tangle Run

Blvd., Suite 1114, Melbourne FL 32940.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

TERRY L. HOUCK 325 Tangle Run Blvd. Suite 1114 Melbourne, FL 32940

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this /8 day of June, 2003.

VERRY L. HOUCK

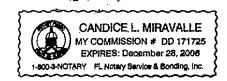
STATE OF FLORIDA COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared TERRY L. HOUCK to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this / May of June 2003.

Notary Public

NC IL 3693547





DESIGNATION AS REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That HOMEPRIDE INC. desiring to organize under Statutes of the State of Florida, with its principal office at 325 Tangle Run Blvd., Suite 1114, Melbourne, FL 32940, has named TERRY L. HOUCK located at 325 Tangle Run Blvd., Suite 1114, Melbourne, FL 32940, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

TERRY L. HOUCK Registered Agent

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