

PD3000 145678

(Requestor's Name)

Dunn + Cook

199 N. Main St.

Franklin; ME

46131

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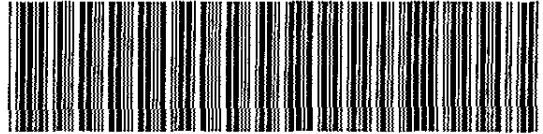
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ARTICLES OF INCORPORATION
OF
MLA CONSULTING, INC.

FILED
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TALLAHASSEE, FLORIDA
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The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation"), pursuant to the provisions of the Indiana General Corporation Act, as amended (hereinafter referred to as the "Act"), executed the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is **MLA Consulting, Inc.**

ARTICLE II

The purposes for which the Corporation is formed are:

Section 1. Initial Purpose. To assist owner-builders through the remodeling or new home construction process.

Section 2. General Business Purposes. In general, to engage in any lawful activity or business whatsoever, including but not limited to the following enumerated corporate purposes and powers.

Section 3. To Deal in Personal Property. To acquire by purchase, exchange, lease or otherwise, and to hold, own, use, construct, improve, equip, manage, occupy, mortgage, sell, lease, convey, exchange or otherwise dispose of, alone or in conjunction with others real estate and leaseholds of every kind, character and description whatsoever and wheresoever situated, and any other interests therein, including, but without limiting the generality thereof, buildings, factories, warehouses, offices and structures of all kinds.

Section 4. Capacity To Act. To have the opportunity to act possessed by natural persons and to perform such acts as are necessary and advisable to accomplish the purposes, activities and business of the Corporation.

Section 5. To Act as Agent. To act as agent or representative for any firm, association, corporation, partnership, government or person, public or private, with respect to any activity or business of the Corporation.

Section 6. To Make Contracts and Guarantees. To make, execute and perform, or cancel and rescind, contracts of every kind and description, including guarantees and contracts of surety ship, with any firm, association, corporation, partnership, government or person, public or private.

Section 7. To Borrow Funds. To borrow monies for any activity or business of the Corporation and, from time to time, without limit as to amount, to draw, make accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, notes, trust receipts, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and the interest thereon, by mortgage, pledge, conveyance or assignment in trust of all or any part of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, exchange or otherwise dispose of such securities or otherwise dispose of such securities or other obligations of the Corporation.

Section 8. To Deal in its Own Securities. To Purchase, take, receive, or otherwise acquire, and to hold, own, pledge, transfer or otherwise dispose of shares of its own capital stock and other securities. Purchases of the Corporation's own shares, whether direct or indirect, may be made without shareholder approval only to the extent of unreserved and unrestricted earned surplus available thereof.

Section 9. To Enter Into Partnerships and Joint Ventures. To enter into any partnership, joint venture or other arrangement for sharing profits, union of interest or reciprocal association with any firm, association, corporation, partnership, government or person, public or private.

Section 10. To Deal in Patent and Similar Rights. To secure, register, purchase, license or otherwise acquire; to hold, own, use, improve, introduce or exploit; and to sell, exchange, pledge, grant licenses or sublicenses in respect of, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses privileges, inventions, improvements formulas, processes, copyrights, trademarks, trade names and similar rights.

Section 11. Assistance to Other Businesses. To aid, in any manner whatsoever, any firm, association, corporation, partnership or person in whose business the Corporation, partnership or person in whose business the Corporation may be in any way interested or any of whose properties, including shares of capital stock, bonds, notes or other obligations or securities, are held by the Corporation or in which it is in any way interested, and to do any and all acts and things necessary and advisable for the preservation, protection, improvement or enhancement of the value of any such business or property, or for the promotion of any interests of the Corporation.

Section 12. Creation and Acquisition of Other Businesses. To organize, create, promote, develop and finance corporate or other business enterprises of any and all kinds, to acquire all or any part of the goodwill, property, assets, rights and business, and to undertake or assume all or any part of the obligations or liabilities, of any firm, association, corporation, partnership or to pay for the same in whole or in part with the shares of capital stock, warrants, cash, bonds, debentures, notes, or other securities and obligations of the Corporation or otherwise; to hold, utilize and in any manner dispose of the whole or any part of the rights and property so acquired; and to carry on and conduct the business so acquired and to exercise all powers necessary and advisable and in the management and conduct of such business.

Section 13. Pension and Other Benefit Plans. To pay pensions and establish and administer pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, welfare plans, qualified and non-qualified retirement plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees or agents.

Section 14. Donations. To make donations of property, services or other consideration, tangible or intangible, for the public welfare or for charitable, scientific or educational purposes.

Section 15. General Powers. To possess, exercise, and enjoy all rights, powers, privileges and immunities conferred upon corporations by the Indiana Business Corporation Law, as now existing or as hereafter amended or supplemented, and all other rights and powers not expressly denied or forbidden by the laws of the State of Indiana; and in respect to business carried on and all acts done and powers exercised in jurisdictions other than Indiana, to possess, exercise, and enjoy all rights, powers, privileges and immunities shall be considered in addition to and supplemental to those hereinafter granted.

Section 16. Incidental Powers and Purposes. In general, to carry on all activity and business whatsoever and to perform any and all acts in connection with or incidental to the foregoing powers and purposes, or which has for its object the promotion, directly or indirectly, of the general interests of the Corporation, or the protection, improvement, preservation or enhancement of the value of the Corporation's properties and interests, and to do whatever the Corporation may deem necessary and advisable for the accomplishment of any one or more of the purposes of the Corporation, the enumeration of specific powers not being a limitation or restriction in any manner upon the general powers of the Corporation.

Section 17. Construction of Sections. The foregoing Sections shall be construed as purposes as well as powers, and the matters expressed in each Section, unless otherwise expressly provided shall not be limited by reference to, or inference from the terms of any

other Section, each of such Sections being regarded as creating independent powers and purposes. The enumeration of specific powers and purposes in any of such sections shall not be construed as limiting or restricting in any manner either the meaning of general powers of the Corporation created thereby; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

ARTICLE III

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

Registered Office and Agent and Principal Office

Section 1. Registered Office and Agent. The address of the Registered Office of the Corporation is 314 Old Dunn Court, Lake Mary, FL 32746, and the name and address of the Corporation's Registered Agent is Monty L. Anderson, 314 Old Dunn Court, Lake Mary, FL 32746.

Section 2. Principal Office. The post office address of the principal office of the Corporation is 314 Old Dunn Court, Lake Mary, FL 32746

ARTICLE V

Authorized Shares

Section 1. Number of Shares. The total number of shares into which the corporation is to have authority to issue is 3000 shares consisting of 3000 shares without par value.

Section 2. Terms of Shares. All of the authorized shares shall be designated as "Common Stock" and each share of Common Stock shall be equal to every other share of Common Stock and shall participate equally in all earnings and profits of the Corporation and on distribution of assets, either on dissolution, liquidation or otherwise.

Section 3. Voting Rights. Each holder of the Common Stock shall have the right to vote on all matters presented to shareholders and shall be entitled on all matters including elections of directors to one vote for each share of Common Stock registered in his name on the books of the Corporation.

ARTICLE VI

Requirements Prior to Doing Business

The Corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

ARTICLE VII

Director(s)

Section 1. Number of Directors. The Board of Directors is composed of one (1) member. The number of directors may be changed from time to time by the By-Laws of the Corporation to any number. In the absence of a By-Law fixing the number of directors, the number shall be one (1).

Section 2. Names and Post Office Addresses of the Directors. The names and post office addresses of the first Board of Directors of the Corporation are:

<u>Name</u>	<u>Number & Street</u>	<u>City/State/Zip</u>
MONTY L. ANDERSON	314 OLD DUNN COURT	LAKE MARY, FL 32746

Section 3. Qualifications of Directors. Directors may or may not be shareholders of the Corporation. A majority of the shareholders at anytime shall be citizens of the United States.

Section 4. Removal. Any director may be removed with or without cause only by the affirmative vote of a majority of the actual number of shares entitled to vote for the election of directors at any meeting called for that purpose.

ARTICLE VIII

Incorporator

Section 1. Name and Post Office Address.

<u>Name</u>	<u>Number and Street</u>	<u>City/State/Zip</u>
JOHN P. COOK, DUNN & COOK	199 N. MAIN STREET	FRANKLIN IN 46131

Section 2. Age and Citizenship.

Such incorporator is of lawful age and such incorporator is a citizen of the United States.

ARTICLE IX

Provisions for Regulation of Business And Conduct of Affairs of Corporation

Section 1. By-Laws of the Corporation. The Board of Directors by a majority vote of the actual number of directors elected and qualified from time to time shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the By-Laws of the Corporation.

Section 2. Indemnification of Directors and Officers.

(a) Definitions. For purposes of this Section, the following terms shall have the following meanings:

(1) "Liabilities" and "Expenses" shall mean monetary obligations incurred by or on behalf of a director or officer in connection with the investigation, defense or appeal of a Proceeding or in satisfying a claim thereunder and shall include, but shall not be limited to attorneys' fees and disbursements, amounts of judgments, fines or penalties, excise taxes assessed with respect to an employee benefit plan, and amounts paid in settlement by or on behalf of a director or officer.

(2) "Other Enterprise" shall mean any corporation, partnership joint venture, trust, employee benefit plan or other enterprise, whether for profit or not, for which a director or officer is or was serving, at the request of the Corporation, as a director, officer, partner, trustee, employee or agent.

(3) "Proceeding" shall mean any claim, action, suit or proceeding (whether brought by or in the right of the corporation or Other Enterprise or otherwise), civil, criminal, administrative or investigative, whether formal or informal, and whether actual or threatened or in connection with an appeal relating thereto, in which a director or officer may become involved, as a party or otherwise, (i) by reason of his being or having been a director or officer of the Corporation (and, if applicable, an officer, employee or agent of the Corporation) or a director, officer, partner, trustee, employee or agent of an Other Enterprise or arising out of his status as such or (ii) by reason of any past or future action taken or not taken by a director or officer in any such capacity, whether or not he continues to be such at the time he incurs Liabilities and Expenses under the Proceeding.

(4) "Standard of Conduct" shall mean that a director or officer based on facts then known to the director or officer, discharged the duties as a director or officer, including duties as a member of a committee, in good faith in what he reasonably believed to be in or not opposed to the best interests of the Corporation or Other Enterprises, as best interests of the Corporation, as the case may be, and, in addition, in any criminal

proceeding had no reasonable cause to believe that his conduct was unlawful. The termination of any Proceeding, by judgment, or order, settlement (whether with or without court approval) or conviction or upon a plea of guilty, shall not create a presumption that the director or officer did not meet the Standard of Conduct. The termination of any Proceeding by a consent decree or upon a plea of nolo contendere, or its equivalent, shall create the presumption that the director or officer met the Standard of Conduct.

(b) Indemnification. If a director or officer is made a party to or threatened to be made a party to any Proceeding, the Corporation shall indemnify the director or officer against Liabilities and Expenses incurred by him in connection with such Proceeding in the following circumstances.

(1) If a director or officer has been wholly successful on the merits or otherwise with respect to any such Proceeding, he or she shall be entitled to indemnification for Liabilities and Expenses as a matter of right. If a Proceeding is terminated against the director or officer by consent decree or upon a plea of nolo contendere, or its equivalent, the director or officer shall not be deemed to have been "wholly successful" with respect to such Proceeding.

(2) In all other situations, a director or officer shall be entitled to indemnification for Liabilities and Expenses as a matter of right if (i) the director or officer has met the Standard of Conduct and (ii) with respect to any action or failure to act by the director or officer which is at issue in such Proceeding, such action or failure to act did not constitute willful misconduct or recklessness. To be entitled to indemnification pursuant to this Subparagraph b (2), the director or officer must notify the Corporation of the commencement of the proceeding in accordance with Paragraph (3) and request indemnification. A review of the request for indemnification and the facts and circumstances underlying the Proceeding shall be made in accordance with one of the procedures described below; and the director or officer shall be entitled to indemnification as a matter of right unless, in accordance with such procedure, it is determined beyond a reasonable doubt that (i) the director or officer breached or failed to perform the duties of the office in compliance with the Standard of Conduct, and (ii) the breach or failure to perform constituted willful misconduct or recklessness. Any one of the following procedures may be used to make the review and determination of a director's or officer's request for indemnification under this Subparagraph b(2):

(A) By the Board of Directors by a majority vote of a quorum consisting of directors who are not parties, to or who have been wholly successful with respect to such Proceeding.

(B) If a quorum cannot be obtained under (A) above, by a majority vote of a committee duly designated by the Board of Directors (in the designation of which, directors who are parties to such Proceeding may participate), consisting solely of two or more directors who are not parties to, or who have been wholly successful with respect to such Proceeding; or

(C) By independent legal counsel selected by a majority vote of the full Board of Directors (in which selection, directors who are parties to such Proceedings may

participate). Any determination made in accordance with the above procedures shall be binding on the Corporation and the director or officer.

(3) If several claims, issues or matters of action are involved, a director or officer may be entitled to indemnification as to some matters even though he is not entitled to indemnification as to other matters.

(4) The indemnification herein provided shall be applicable to Proceedings made or commenced after the adoption of this Section, whether arising from acts or omissions to act which occurred before or after the adoption of this Section.

(c) Prepaid Liabilities and Expenses. The Liabilities and Expenses which are incurred or are payable by a director or officer in connection with any Proceeding shall be paid by the Corporation in advance, with the understanding and agreement between such director or officer and the Corporation, that, in the event it shall ultimately be determined as provided herein that the director or officer was not entitled to be indemnified, or was not entitled to be fully indemnified, the director and officer shall repay to the Corporation such amount, or the appropriate portion thereof, so paid or advanced.

(d) Exceptions to Indemnification. Notwithstanding any other provisions of this Section to the contrary, the Corporation shall not indemnify a director or officer:

(1) For any Liabilities or Expenses incurred in a suit against a director or officer for an accounting of profits allegedly made from the purchase or sale of securities of the Corporation brought pursuant to the provisions of Section 16(b) of the Securities Exchange Act of 1934 and any amendments thereto or the provisions of any similar federal, state or local statutory law; or

(2) For any Liabilities and Expenses for which payment is actually made to or on behalf of a director or officer under a valid and collectible insurance policy, except in respect of any excess beyond the amount of payment under such insurance.

(e) Notification and Defense of Proceeding. Promptly after receipt by a director or officer of notice of the commencement of any Proceeding, the director or officer will, if a request for indemnification in respect thereof is to be made against the Corporation under this Section, notify the Corporation of the commencement thereof, but the failure to so notify the Corporation will not relieve it from any obligation which it may have to the director or officer otherwise than under this Section. With respect to any such Proceeding as to which the director or officer notifies the Corporation of the commencement thereof:

(1) The Corporation will be entitled to participate therein at its own expenses; and,

(2) Except as otherwise provided below, to the extent that it may so desire, the Corporation, jointly with any other indemnifying party similarly notified, will be entitled to assume the defense thereof, with counsel reasonably satisfactory to the director or officer in the Proceeding, the Corporation will not be liable to the director or officer under this Section for any legal or other Expenses subsequently incurred by the director or officer in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided below. The costs of investigation shall have the right to employ counsel in such Proceeding, but the Expenses of such counsel incurred after notice from the

Corporation of its assumption of the defense thereof shall be at the expense of the director or officer unless: (i) the employment of counsel by the director or officer has been authorized by the Corporation; (ii) the director or officer shall have reasonably concluded that there may be a conflict of interest between the Corporation and the director or officer in the conduct of the defense of such Proceeding; or, (iii) the Corporation shall not in fact have employed counsel to assume the defense of such Proceeding; in each of which cases the Expenses of counsel employed by the director or officer shall be paid by the Corporation. The Corporation shall not be entitled to assume the defense of any Proceeding brought by or in the right of the Corporation or as to which the director or officer shall have made the conclusion provided for in (ii) above.

(3) The Corporation shall not be liable to indemnify a director or officer under this Section for any amounts paid in settlement of any Proceeding without the Corporation's prior written consent. The Corporation shall not settle any action or claim in any manner which would impose any penalty or limitation on a director or officer without the director or officer's prior written consent. Neither the Corporation nor a director or officer will unreasonably withhold its or his consent to any proposed settlement.

(f) Other Rights and Remedies. The rights of indemnification provided under this Section are not exhaustive and shall be in addition to any rights to which a director or officer may otherwise be entitled by contract or as a matter of law. Irrespective of the provisions of this Section, the Corporation may, at anytime and from time to time, indemnify directors, officers, employees and other persons to the full extent permitted by the provisions of the Indiana Business Corporation Law, or any successor law, as then in effect, whether the regard to past or future matters.

(g) Continuation of Indemnity. All obligations of the Corporation under this Section shall survive the termination of a director's or officer's service in any capacity covered by this Section.

(h) Insurance. The Corporation may purchase and maintain insurance on behalf of any director, officer or other person or any person who is or was serving at the request of the Corporation as a director, officer, partner, trustee or agent of an Other Enterprise against any liability asserted against such person and incurred by such person in capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the power to indemnify such person against such liability under the provisions of applicable statutes, this Section or otherwise.

(i) Benefit. The provisions of this Section shall inure to the benefit of each director or officer and his respective heirs, personal representatives and assigns and the Corporation, its successors and assigns.

(j) Severability. In case any one or more of the provisions contained in this Section shall, for any reason, be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provisions of the Section, but this

Section shall be construed and if such invalid, illegal or unenforceable provision or provisions had never been contained herein.

Section 3. Powers of Directors. In addition to the powers and the authority granted by these Articles or by statute expressly conferred, the Board of Directors of the Corporation is hereby authorized to exercise all powers and to do all acts and things as may be exercised or done under the laws of the State of Indiana by a corporation organized and existing under the provisions of The Indiana Business Corporation Law and not specifically prohibited or limited by these Articles.

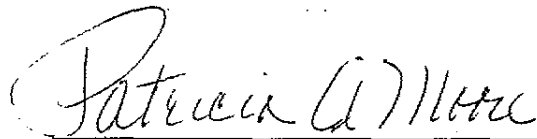
IN WITNESS WHEREOF, the undersigned person, being the incorporator designated in Article VIII, execute these Articles of Incorporation and certify to the truth of the facts stated herein on this 14th day of November, 2003


JOHN P. COOK, #16681-49

STATE OF INDIANA)
)SS:
COUNTY OF JOHNSON)

I, the undersigned, a Notary Public, duly commissioned to take acknowledgments and administer oaths in the State of Indiana, certify that JOHN P. COOK, being the Incorporator referred to in Article Eight of the foregoing Articles of Incorporation swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 14th day of November, 2003.


PATRICIA A. MOORE
NOTARY PUBLIC
A RESIDENT OF JOHNSON COUNTY

MY COMMISSION EXPIRES: 02-04-11


IN WITNESS WHEREOF, the undersigned person, being the Registered Agent designated in Article IV, execute these Articles of Incorporation and certify to the truth of the facts stated herein on this 17 day of November, 2003


MONTY L. ANDERSON

STATE OF INDIANA)
)SS:
COUNTY OF JOHNSON)

I, the undersigned, a Notary Public, duly commissioned to take acknowledgments and administer oaths in the State of Indiana, certify that MONTY L. ANDERSON, being the Registered Agent referred to in Article Four of the foregoing Articles of Incorporation swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 17th day of NOVEMBER, 2003.


NOTARY PUBLIC
PRINTED: DENISE L. TROTTA
A RESIDENT OF JOHNSON COUNTY

MY COMMISSION EXPIRES:

11-16-06

THIS INSTRUMENT WAS PREPARED BY JOHN P. COOK, ATTORNEY AT LAW, 199 N. MAIN STREET, FRANKLIN, INDIANA
46131 (317) 738-3030 (317) 738-3031

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