

MAR-10-2004

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GRAHAM, CLARK, JONES, BUILDER, PRATT &amp; MARKS

207-740-7063

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**FLORIDA PROFIT CORPORATION OR P.A.**

**IN-HOME ART INC.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION**  
**of**  
**IN-HOME ART INC.**

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I - NAME:**

The name of this corporation is IN-HOME ART INC. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE:**

The principal office and street address of the Corporation is 9006 Mossy Oak Lane, Clermont, Florida 34711.

**ARTICLE III - GENERAL PURPOSE:**

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE IV - CAPITAL STOCK:**

The Corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated common shares with a par value of One Dollar (\$1.00). The directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

**ARTICLE V - INITIAL BOARD OF DIRECTORS:**

- A. The Corporation shall have two (2) directors initially.
- B. The number of directors of the Corporation may be increased or decreased from time to time pursuant to bylaws adopted by the shareholders, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Marc T. Dewberry	9006 Mossy Oak Lane Clermont, FL 34711
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Donna S. Dewberry	9006 Mossy Oak Lane Clermont, FL 34711
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**ARTICLE VI - OFFICERS:**

The names and addresses of the initial officers of the Corporation are:

President/Treasurer	Marc T. Dewberry 9006 Mossy Oak Lane Clermont, FL 34711
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Vice-President/Secretary	Donna S. Dewberry 9006 Mossy Oak Lane Clermont, FL 34711
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**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT:**

The name and street address of the initial registered agent of the Corporation is:

James R. Pratt

369 N. New York Avenue, 3<sup>rd</sup> Floor  
Winter Park, FL 32789**ARTICLE VIII - INCORPORATOR:**

The name and address of the Incorporator of the Corporation is:

Dudley Q. Sharp

369 N. New York Avenue, 3<sup>rd</sup> Floor  
Winter Park, FL 32789**ARTICLE IX - BY-LAWS:**

The power to adopt, alter or repeal bylaws shall be vested in the Board of Directors.

**ARTICLE X - DURATION:**

The Corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

**ARTICLE XI - INDEMNIFICATION:**

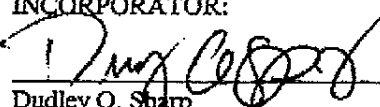
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XII - AMENDMENT:**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at 369 N. New York Avenue, 3<sup>rd</sup> Floor, Winter Park, Florida, this 10th day of March, 2004.

INCORPORATOR:

  
Dudley Q. Sharp**ACCEPTANCE OF REGISTERED AGENT:**

Having been named as registered agent to accept service of process for the Corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

REGISTERED AGENT:

  
James R. Pratt

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