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**JAMES M. MORAN, P. A.**  
ATTORNEY AT LAW  
THE FINANCIAL CENTER  
7370 COLLEGE PARKWAY, SUITE 212  
FORT MYERS, FLORIDA 33907  
(941) 277-9000 FAX (941) 277-9100

June 21, 2004

Filing  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: BRIAN K. CLEVELAND HOME IMPROVEMENT, INC.  
Articles of Incorporation

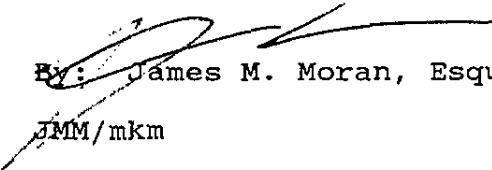
Dear Sir or Madam,

Enclosed please find the Articles of Incorporation for the above referenced corporation along with a check for \$122.50 for the filing fee.

If you should have any questions, please do not hesitate to give me a call.

Sincerely,

James M. Moran, P. A.

 By: James M. Moran, Esquire

JMM/mkm

ARTICLES OF INCORPORATION OF  
BRIAN K. CLEVELAND, HOME IMPROVEMENTS, INC.

04 JUN 24 PM 1:24

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE  
NAME

The name of the corporation is: BRIAN K. CLEVELAND, HOME IMPROVEMENTS, INC.

ARTICLE TWO  
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE  
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

To engage in all lawful business permitted in the State of Florida including but not construction, home upgrade and home repair as well as all other lawful business.

ARTICLE FOUR  
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE FIVE  
CAPITAL STRUCTURE

The corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock will issued and transferred to: 1). Natural persons, 2). (Estates), or 3). (A trust as described in title 26 United States Code Section 1371 defining as a qualified "Small Business Corporation"). In addition, no stock shall be issued or transferred to a non resident alien. All such shares shall be labeled common stock.

ARTICLE SIX  
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the

Articles of Incorporation  
BRIAN K. CLEVELAND, HOME IMPROVEMENT, INC.  
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corporation is 2337 Sunrise Blvd., Fort Myers, Florida, 33907 and the name of its initial registered agent and their address, is Brian K. Cleveland, 2337 Sunrise, Blvd., Fort Myers, Florida, 33907.

ARTICLE SEVEN  
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name, title and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Brian K. Cleveland Chairman of The Board	2337 Sunrise Blvd. Fort Myers, Florida 33907

ARTICLE EIGHT  
INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS
Brian K. Cleveland	2337 Sunrise Blvd. Fort Myers, Florida 33907

ARTICLE NINE  
OFFICER

The sole officer of the corporation shall be a President. The initial officer of the corporation shall be:

NAME	ADDRESS
Brian K. Cleveland President	2337 Sunrise Blvd. Fort Myers, Florida 33907

ARTICLE TEN  
AMENDMENT

The stockholders of the corporation upon majority voted shall have the power to adopt, amend or repeal the bylaws or the articles of the corporation. The changes made to said incorporation shall be the exclusive province of the shareholders.

ARTICLE TEN

Articles of Incorporation  
BRIAN K. CLEVELAND, HOME IMPROVEMENT, INC.  
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PRINCIPAL OFFICE

The address of the initial principal office of the corporation in this State is 2337 Sunrise Blvd., Fort Myers, Florida 33907. The principal office and registered office are at the same address.

Executed by Brian K. Cleveland, Incorporator at Fort Myers, Florida on the 21<sup>st</sup> day of June, 2004.

  
Brian K. Cleveland

ACCEPTANCE BY REGISTERED AGENT

Before me appeared this day, Brian K. Cleveland, 2337 Sunrise Blvd., Fort Myers, Florida, 33907, and hereby acknowledges that he is familiar with and accepts the duties and responsibilities as registered agent for BRIAN K. CLEVELAND, HOME IMPROVEMENT, INC. and certifies that the address listed above is a true and correct address for this registered agent.

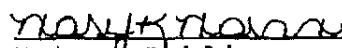
  
Brian K. Cleveland

STATE OF FLORIDA   )  
COUNTY OF LEE     )

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of JUNE, 2004, by Brian K. Cleveland, and

☒ he/she is personally known to me, OR

       has produced        as identification, and

  
Notary Public  
Commission Number       

