

LEVINE, FRANK & EDGAR P.A.
A PROFESSIONAL ASSOCIATION OF ATTORNEYS

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Please Reply To:
Jim Couch Gardens

P95000006621

January 19, 1995

Secretary of State
Division of Corporations
The Capitol, Room 2001
Tallahassee, FL 32301

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RE: Howdy Neighbor, Inc.

Dear Sir/Madam:

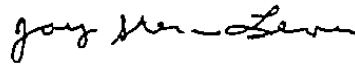
Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation and a check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Registered Agent	<u>35.00</u>
Total	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to my attention in the envelope provided for your convenience.

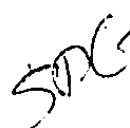
Thank you in advance for your attention to this matter.

Very truly yours,



Jay Steven Levine

JSL/mcd
Enclosures - As stated



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ARTICLES OF INCORPORATION
OF
HOWDY NEIGHBOR, INC.

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation is to be HOWDY NEIGHBOR, INC.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose

The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. To engage in the business of providing informational and advertising materials to home buyers, and obtaining advertising from businesses for delivery to these home buyers; and
2. To transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business; and

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3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Capital Stock

1. The aggregate number of shares which the Corporation is authorized to issue is SEVEN THOUSAND FIVE HUNDRED (7,500). Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00).

2. All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Capital stock may be payable in future labor or services, but only as allowed and with the limitations set forth in a written agreement and approved in advance by the Board of Directors at a meeting called for that purpose.

ARTICLE V

Initial Principal Business Address

The initial principal business address of the Corporation shall be 814 8th Way, West Palm Beach, Florida 33407.

ARTICLE VI

Initial Registered Agent

and Office of Registered Agent

The street address of the initial registered office of the Corporation is 814 8th Way, West Palm Beach, Florida 33407. The name of the Registered Agent at such address is Leo F. Hoff, Jr.

ARTICLE VII

Initial Board of Directors

The Initial Board of Directors shall consist of one. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one.

The original Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>
Leo F. Hoff, Jr.	814 8th Way West Palm Beach, FL 33407

ARTICLE VIII

Incorporation

The name and address of the person signing these Articles of Incorporation is Leo F. Hoff, Jr.

ARTICLE IX

Restrictions on Transfer of Corporate Stock

The Corporation may provide that any sale, assignment, transfer or other disposition for value of any of the shares of the corporation, or of any interest in it, now or hereafter owned or held by any shareholders shall be subject to the terms and provisions of a restrictive agreement, a copy of which is to be on the file in the Registered Office of the Corporation.

ARTICLE X

Shareholders' Preemptive Rights

The Corporation may provide that every shareholder, upon the issuance or sale for consideration of any new stock of this corporation of the same kind, class or series as that

which he or she already holds, or upon the issuance or sale for proper consideration of any Corporate obligations which are convertible into or exchangeable for any stock of the Corporation, shall have the right to purchase his or her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

Directors' Management Powers

All corporate powers shall be exercised by or under the authority of, and business affairs of the corporation shall be managed under the direction of, the Board of Directors, with the exception of those matters specifically set forth in the By-Laws of this Corporation.

ARTICLE XII

Amendment

The Corporation reserves the right to amend or repeal any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this
19 day of January, 1995.


LEO F. HOFF, JR.

BEFORE ME, an officer duly authorized to take acknowledgements this day appeared Leo F. Hoff, Jr. who did/did not take an oath, to me personally known or who produced his

Florida Driver's License No.: H100-526-65-448-0 as identification, and
acknowledged before me that he signed the within instrument as his own act and deed.

DATED this 19 day of January, 1995.


NOTARY PUBLIC
State of Florida

My Commission Expires: _____ Commission No.: _____

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JAY STEVEN LEVINE
My Commission CC274701
Expires Apr. 27, 1997

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said act:

FIRST: That HOWDY NEIGHBOR, INC., desiring to organize under the laws of the
State of Florida, with its principal office as indicated in the Articles of Incorporation in the
town of West Palm Beach, Florida, has named Leo F. Hoff, Jr., located at 814 8th Way,
West Palm Beach, Florida 33407, as its agent to accept service of process for the
Corporation within this State.

Having been named to accept service of process for the above stated Corporation, at
the place designated in this Certificate I hereby accept to act in this capacity, and agree to
comply with the provisions of said Act relative to keeping open said office.


LEO F. HOFF JR.
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