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LAW OFFICES
OF
BEN WATKINS
41 Commerce Street
Apalachicola, Florida 32320
(904) 653-2121

FILED

95 FEB -9 PM 2:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Ben Watkins
Jan J. Hevier
Douglas W. Galdry

February 8, 1995

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32301

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Re: All-In-Rite Maintenance & Cleaning, Inc.

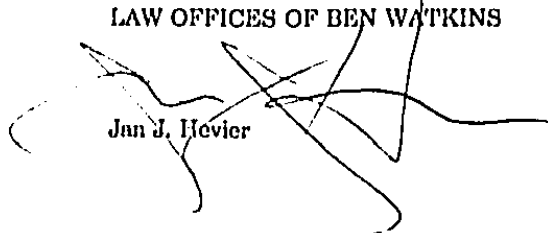
Good Morning:

Enclosed find the original and one copy of the Articles of Incorporation of All-In-Rite Maintenance & Cleaning, Inc., along with our check in the amount of \$70.00 to cover the cost of filing fee, certified copy and registered agent designation.

Please return the certified copy to me.

Sincerely,

LAW OFFICES OF BEN WATKINS



Jan J. Hevier

JJH/ph

Enclosure

MH
2-10-95

**ARTICLES OF INCORPORATION
OF
ALL-IS-RITE MAINTENANCE & CLEANING, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribers to these Articles of Incorporation each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida; and further do agree to the following conditions of said corporation.

**ARTICLE I
NAME**

The name of this corporation is

ALL-IS-RITE MAINTENANCE & CLEANING, INC.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to do all things which natural persons might or could lawfully do in the premises, and in particular, the rental of vacation properties, vacation planning service and related activities.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is \$100.00.

**ARTICLE V
TERM OF EXISTENCE**

This corporation shall have perpetual existence unless dissolved by action of law.

**ARTICLE VI
ADDRESS**

The initial post office address of this corporation in the State of Florida is:

212 Franklin Boulevard
St. George Island, FL 32328

The address of the office and principal place of business of the corporation is:

212 Franklin Boulevard
St. George Island, FL 32328

**ARTICLE VII
DIRECTORS**

This corporation shall have not less than three Directors initially. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Laws hereof, but at no time shall there be a number less than three.

**ARTICLE VIII
INITIAL DIRECTORS AND OFFICERS**

The names and post office address of the First Board of Directors and Officers of this corporation are as follows:

NAME	ADDRESS	TITLE	OFFICE
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Sandra Monod	212 Franklin Blvd. St. George Island, FL 32328	Director	President
Olivier Duchimetiere- Monod	212 Franklin Blvd. St. George Island, FL 32328	Director	Secretary
Doug Patterson	212 Franklin Blvd. St. George Island, FL 32328	Director	Treasurer

**ARTICLE IX
SUBSCRIBERS**

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agree to take, and the value of the consideration paid therefore are as follows:

NAME	ADDRESS	NO. SHARES	AMOUNT PAID
---	-----	-----	-----
Sandra Monod	212 Franklin Blvd. St. George Island, FL 32328	50	\$50.00
Olivier Ducimetiere- Monod	212 Franklin Blvd. St. George Island, FL 32328	50	\$50.00

**ARTICLE X
RESIDENT AGENT**

The Resident Agent is:

Olivier Ducimetiere-Monod
212 Franklin Boulevard
St. George Island, FL 32328

**ARTICLE XI
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 7TH day of February, 1995.


OLIVIER DUCIMETIERE-MONOD

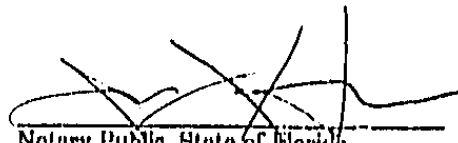

SANDRA MONOD

STATE OF FLORIDA

COUNTY OF FRANKLIN

The foregoing instrument was acknowledged before me this FEBRUARY 7, 1995, by OLIVIER DUCIMETIERE-MONOD and SANDRA MONOD, who are personally known to me and who did take an oath.

WITNESS my hand and official seal this 7TH day of February, 1995.




Notary Public, State of Florida
At Large
My Commission Expires:

Notary Public, State of Florida
My Commission Expires Oct. 2, 1993
Bonded thru Troy Fair - Insurance Inc.

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for ALL-IS-RITE MAINTENANCE & CLEANING, INC., 212 Franklin Boulevard, St. George Island, Florida 32328, at registered office located at 212 Franklin Boulevard, St. George Island, Florida 32328, I hereby accept such designation and agree to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

X 
OLIVIER DUCIMETIERE-MONOD
Registered Agent