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March 3, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: RADIATORS UNLIMITED, INC.
HOMESCAPES, INC.

Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for the above-referenced corporation, and two operating account check in the amount of \$122.50 each covering the various fees.

Please forward a certified copy of the Articles, and the Charter Number to this office at the above address via **Federal Express** pursuant to the enclosed prepaid airbill.

Thank you for your prompt attention to this matter.

Sincerely,

Edward de R. Cayia
Edward de R. Cayia, P.A.

EC/ss

Enclosures

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DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

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ARTICLES OF INCORPORATION

OF

HOMESCAPES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I. NAME

The name of the corporation shall be HOMESCAPES, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To engage in all legally authorized business practices in the State of Florida, including but not limited to the design, sales, and installation of landscaping, and to do any and all other acts necessary to the fulfillment of such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 1100 South Powerline Road, Suite 104, Deerfield Beach, FL 33442. The name of the initial registered agent of this corporation at that address is BRYAN D. STEWART.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished

from time to time according to the ByLaws. The name and address of the initial Directors of the corporation are: PAUL A. DAVIS, HUGH R. DAVIS, JR., and BRYAN D. STEWART at 1100 South Powerline Road, Suite 104, Deerfield Beach, FL 33442.

ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is as follows: HUGH R. DAVIS, JR., of 1100 South Powerline Road, Suite 104, Deerfield Beach, FL 33442

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors and shareholders.

ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall not be resold or otherwise transferred to other persons unless such shares are first offered to the initial shareholders of the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE X. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder three (3) business days prior to the meeting date.

ARTICLE XI. SHAREHOLDER QUORUM AND VOTING

Sixty six percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a

meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XIII. DIRECTORS' TERMS

The shareholders of this corporation shall be entitled to remove any Director from office during his term.

ARTICLE XIV. DIRECTOR QUORUM AND VOTING

Two Directors shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors present shall be the act of the Board of Directors.

ARTICLE XV. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone, as provided by law.

ARTICLE XVI. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE XVII. INDEMNIFICATION

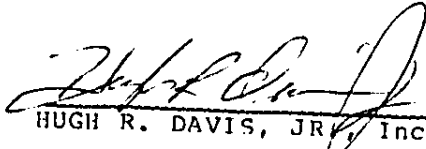
This corporation shall indemnify all officers or Directors

or any former officer or Director, to the full extent permitted by law, so long as he was acting in the best interests of the corporation.

ARTICLE XVIII. AMENDMENT

This corporation reserves the right to amend or repent any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

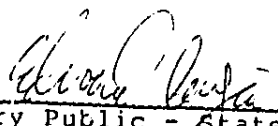
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 1 day of MARCH, 1995.




HUGH R. DAVIS, JR., Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)


The foregoing instrument was acknowledged before me on this 1 day of February, 1995 by HUGH R. DAVIS, JR., personally known to me, on oath.



Notary Public - State of Florida
at Large

My commission expires:
 EDWARD CAYIA
My Commission CC304803
Expires Aug. 07, 1997

The undersigned, having been named as Registered Agent to accept Service of Process for HOMESCAPES, INC., at 1100 South Powerline Road, Suite 104, Deerfield Beach, FL 33442 does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.



BRYAN D. STEWART, Reg. Agent