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DIVISION OF REGISTRATION

ACCOUNT NO. 017542

REFERENCE : 017542 4329479

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 122.50

ORDER DATE : January 24, 1996

ORDER TIME : 10:21 AM

ORDER NO. : 017542

CUSTOMER NO: 4329479

CUSTOMER: Robin Graham, Legal Assistant
BAKER & HOSTETLER

500001896715

2300 Sun Bank Ctr., Box 112
200 South Orange Avenue
Orlando, FL 32802

DOMESTIC FILING

NAME: MAINTENANCE PLUS OF CENTRAL
FLORIDA, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS: T. BROWN JAN 24 1996

FILED
96 JAN 24 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MAINTENANCE PLUS OF CENTRAL FLORIDA, INC.

FILED
96 JAN 24 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the corporation is MAINTENANCE PLUS OF CENTRAL FLORIDA, INC. ("Corporation"). The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 5946 Curry Ford Road, Orlando, Florida 32822. The mailing address of the Corporation is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801-3432.

ARTICLE III

Registered Office and

The address of the registered office of the Corporation in the State of Florida is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801-3432. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is seventy-five thousand (75,000) shares of Common Stock ("Common Stock") at \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Mark D. Scheinblum	200 South Orange Avenue Suite 2300 Orlando, Florida 32801-3432

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one (1). Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Joseph Iannelli	5946 Curry Ford Road Orlando, Florida 32822
William Hunt	5946 Curry Ford Road Orlando, Florida 32822

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

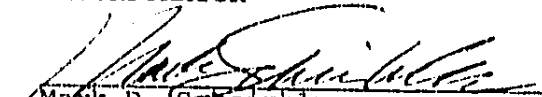
Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 23rd day of January, 1996.

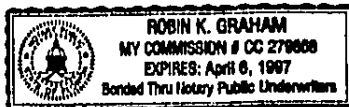
INCORPORATOR


Mark D. Scheinblum

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 23rd day of January, 1996, by Mark D. Scheinblum, as the Incorporator of Maintenance Plus of Central Florida, Inc. He is personally known to me or has produced N.A. as identification and did (did not) take an oath.

(NOTARY SEAL)




(Notary Signature)

Robin K. Graham
(Notary Name Printed)
NOTARY PUBLIC
Commission No. CC-279668

REGISTERED AGENT CERTIFICATE

FILED
96 JAN 24 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That MAINTENANCE PLUS OF CENTRAL FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with Section 607.0501, Florida Statutes.

REGISTERED AGENT

A.G.C. Co.

By: G. Thomas Ball

G. Thomas Ball
Vice President

DATED: January 23, 1996

P 96000007481

BAKER
&
HOSTETLER LLP
COUNSELLORS AT LAW

200 SOUTH ORANGE AVENUE • SOUTHWEST CENTER, SUITE 2300 • P.O. BOX 112 • ORLANDO, FLORIDA 32802-0112 • (407) 640-4000
FAX (407) 641-0100
WRITER'S DIRECT DIAL NUMBER (407) 649-4043

May 12, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-05/15/97--01058--003
*****35.00 *****35.00

Re: Articles of Dissolution for Maintenance Plus of Central
Florida, Inc.


Dear Sir or Madam:

Enclosed please find an original and one copy of the
Articles of Dissolution for the above-referenced corporation. Also
enclosed is a firm check in the amount of \$35.00 to cover the
filing fee for the articles.

Please complete filing of the Articles of Dissolution and
return a date-stamped copy of the document to me at the above
address.

Thank you for your assistance in this matter. If you
have any questions, please do not hesitate to contact me.

Sincerely,



Karen L. Bohn
Legal Assistant

\2908
Enclosures
cc: Mark D. Scheinblum, Esq. (w/encl.)
D:\LETTERS\SECSTA.DIS
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FILED
97 MAY 15 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Volum.
Dissolved
5/20/97
Dr

ARTICLES OF DISSOLUTION
OF
MAINTENANCE PLUS OF CENTRAL FLORIDA, INC.

FILED
97 MAY 15 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is MAINTENANCE PLUS OF CENTRAL FLORIDA, INC. (the "Corporation");

2. Dissolution of the Corporation was authorized on March 22, 1997, by written consent of the shareholders of the Corporation;

3. The written consent of all of the shareholders of the Corporation was sufficient for approval of the dissolution; and

4. Dissolution of the Corporation shall be effective on the date these Articles are filed with the Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution this 22 day of March, 1997.

MAINTENANCE PLUS OF CENTRAL FLORIDA,
INC., a Florida corporation

By: Joseph D. Iannelli
Joseph Iannelli, President