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HOM-ART SIMPSON, INC.
LETTER OF TRANSMITTAL

FILED
APR -1 AM 7:31
TALLAHASSEE, FLORIDA

March 29, 1996

Florida Department of State
Division of Corporations
New Filings Section
PO Box 6327
Tallahassee, FL 32314

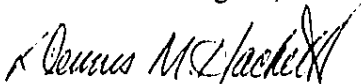
Enclosed please find assembled Articles of Corporation for HOM-ART SIMPSON, INC. for submission to the State of Florida for filing purposes:

HOM-ART SIMPSON, INC.
585 10th Avenue South,
Jacksonville, Beach, FL 32250
(904) 241-3234

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*****70.00 *****70.00

This letter of transmittal is accompanied with a check in the amount of \$70.00 to cover the costs of filing this hopefully new venture in the State of Florida. Thank you for your assistance and cooperation in this matter, I remain

With Warmest Regards,



Dennis M. Hackett

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**ARTICLES OF INCORPORATION
OF
HOM-ART SIMPSON, INC.**

The undersigned incorporator(s), for the purpose of forming corporation under the Florida Business Corporation Act, Hereby adopt(s) the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be: **HOM-ART SIMPSON, INC.**

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The maximum number of shares which the corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

The principal place of business and mailing address of this corporation shall be: 585 10th Avenue South, Jacksonville Beach, FL 32250.

ARTICLE SIX

The name and address of the initial registered agent is:

Dennis M. Hackett, 585 10th Avenue South, Jacksonville Beach, FL 32250.

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLE SEVEN

The number of directors constituting the initial board of directors is two, and the name and address of the person(s) who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
Dennis M. Hackett	585 10th Avenue South, Jacksonville Beach, FL 32250
Johnny R. Green	2770 Henley Road Green Cove Springs, FL 32043

ARTICLE EIGHT

The name and address of each incorporator to these Articles of Incorporation are:

Name	Address
Dennis M. Hackett	585 10th Avenue South, Jacksonville Beach, FL 32250
Johnny R. Green	2770 Henley Road Green Cove Springs, FL 32043

ARTICLE NINE

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others.

The undersigned incorporator has executed these Articles of Incorporation this 29th Day of March, 1994



Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **HOM-ART SIMPSON, INC.**
2. The name and address of the registered agent and office is:

Dennis M. Hackett

585 10th Avenue South,
Jacksonville Beach, Florida 32250

Having been named to Accept Service of Process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

Dennis M. Hackett

DATE

March 29, 1996