

OCT-23 1996 13:52 FROM THE COMPANY CORP.

TO

19049224001 P.01

TO: DIVISION OF CORPORATIONS
(904)922-4001

FROM: THE COMPANY CORPORATION
076660001006
CONTACT: REGINA CEPHAS
PHONE: (302)575-0440
(302)575-1346

FA #:

ACCT#:

FAX #:

NAME: HOMETENDERS OF THE PALM BEACHES, INC.

AUDIT NUMBER.....H96000014946

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF INCORPORATION
OF
HOMETENDERS OF THE PALM BEACHES, INC.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST:** The name of the corporation shall be Hometenders of The Palm Beaches, Inc.
- SECOND:** The address of the initial registered office of the corporation is 107 Villa Circle, Atlantis, FL 33462. The name of the registered agent is Thomas A. Visconsi, Jr.
- THIRD:** The principal address of the corporation is same as above.
- FOURTH:** The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations be organized under the Florida Business Corporation Act.
- FIFTH:** The total authorized stock of this corporation is divided into 000 1,000 shares at no par value.
- SIXTH:** The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- Thomas A. Visconsi, Jr. - 107 Villa Circle, Atlantis, FL 33462.
- SEVENTH:** The duration of the corporation is perpetual.
- EIGHT:** This is a Close Corporation.
- NINTH:** The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Elizabeth Brown 1313 N. Market St., Wilmington DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 22nd day of October, 1996.

Elizabeth Brown

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 22nd day of October, 1996 by Elizabeth Brown.

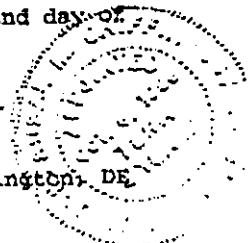
SUSAN M. GRIFFIN

NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2001

This document was prepared by Elizabeth Brown, 1313 Market Street, Wilmington, DE 19801 (302) 575-0440

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

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this ~~HOMETENDERS OF THE PALM BEACHES, INC.~~
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Palm Beach, State of
Florida, has named Thomas A. Visconsi, JR. located at
107 Villa Circle, Atlantis, FL 33462
as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.

Thomas A. Visconsi, JR.

Sept. 19, 1996
Date

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