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**TURNER
MORTGAGE CORPORATION**

6600 Cow Pen Road, Suite 210
Miami Lakes, FL 33014

FILED
96 OCT 31 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 11, 1996

TURNER MORTGAGE CORP
6600 COW PEN ROAD STE 210
MIAMI LAKES, FL 33014

SUBJECT: HOME IMPROVEMENT INC.
Ref. Number: W96000021644

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for HOME IMPROVEMENT INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 796A00046491

ARTICLES OF INCORPORATION
OF
TR HOME IMPROVEMENT CORPORATION

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96 OCT 31 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be TR Home Improvement Corporation and the initial address of the corporation shall be 6600 Cow Pen Road, Suite 210, Miami Lakes, FL 33014.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the state of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the preemptive right to purchase his pro rata share thereof at the price which is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

This corporation shall commence its existence immediately upon filing of these Articles of Incorporation and shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually unless sooner dissolved according to law.

ARTICLE V

The initial registered office of the corporation shall be at 14816 Balgowan Road, Miami Lakes, FL 33016 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The Initial registered agent will be Tomas E. Rodriguez located at 14816 Balgowan Road, Miami Lakes, FL 33016.

ARTICLE VI

This corporation will have at least 4 directors with the exact number to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote thereafter determine that the corporation be managed by the shareholders.

ARTICLE VII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

<u>Name</u>	<u>Address</u>
Tomas E. Rodriguez	14816 Balgowan Road Miami Lakes, FL 33016
Carolyn Turner-Rodriguez	14816 Balgowan Road Miami Lakes, FL 33016
Kent Taylor	7282 Jacaranda Lane Miami Lakes, FL 33014
Juanita Taylor	7282 Jacaranda Lane Miami Lakes, FL 33014

ARTICLE VIII

The name and address of the Incorporator is Tomas E. Rodriguez, 14816 Balgowan Road, Miami Lakes, FL 33016

ARTICLE IX

No other contract or other transaction between this corporation and any other corporation, and no act of the corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also director or an officer of such other corporation, who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorized any such contract or transaction, with like force and effect as if he were not such a director or officer of such corporation, or not so interested.

ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall have the power to indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore name, for the purpose of forming a corporation to do business both within and without the state of Florida, make and file these Article of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 27th Day of September, 1996.

A handwritten signature in dark ink, appearing to read 'Tomas E. Rodriguez', is written over a horizontal line.

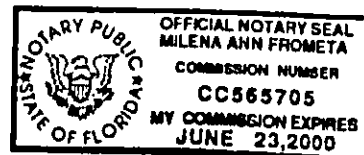
Tomas E. Rodriguez, Incorporator

STATE OF FLORIDA)
)ss.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Tomas E. Rodriguez, to me know to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 27th Day of September, 1996.


Notary Public



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

In compliance with the laws of Florida, the following is submitted:

First, That RT Home Improvement Corporation, desiring to organize under the laws of the State of Florida, has named Tomas E. Rodriguez, 14816 Balgowan Road, Miami Lakes, FL 33016, County of Dade, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, relative to keeping the registered office open.



Registered Agent

Dated: this 27th day of
September, 1996

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STATE OF FLORIDA
TALLAHASSEE