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REFERENCE : 297346 4372242

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : March 18, 1997

ORDER TIME : 10:50 AM

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CUSTOMER NO: 4372242

CUSTOMER: Ms. Sharon E. Hyde
MCWHIRTER REEVES MCGLOTHLIN
DAVIDSON & BAKAS, P.A.
Suite 2800
100 North Tampa Street
Tampa, FL 33602-5128

DOMESTIC FILING

NAME: HEATHER'S HOUSECLEANERS, INC.

EFFECTIVE DATE:

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: Warren Whittaker

EXAMINER'S INITIALS:

K.R. MAR 19 1997

FILED
97 MAR 18 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1974-11-11 11:11 AM

ARTICLES OF INCORPORATION
OF
HEATHER'S HOUSECLEANERS, INC.

FILED
97 MAR 18 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

Article I - Name

The name of this Corporation shall be:

HEATHER'S HOUSECLEANERS, INC.

Article II - Principal Office

The principal office and mailing address for this Corporation shall be:

Heather's Housecleaners, Inc.
115 Mahogany Drive
Seffner, Florida 33584

Article III - Duration

This corporation shall have perpetual existence.

Article IV - Purpose

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

Article V - Capital Stock

This Corporation is authorized to issue 10,000 shares of one cent (\$0.01) par value.

Article VI - Initial Registered Office and Agent

The initial registered office of this corporation shall be located at 115 Mahogany Drive, Seffner, Florida 33584, and the name of the initial registered agent of this corporation at such office shall be Brian A. Jeronimus. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

Article VII - Directors

The number of Directors of this Corporation shall be not less than one nor more than seven. The name and of the member of the first Board of Directors of this Corporation who shall hold office for the first year of this existence of this Corporation or until his successor is elected and qualified, unless otherwise provided by the By-Laws are:

<u>Name</u>	<u>Address</u>
Brian A. Jeronimus	115 Mahogany Drive Seffner, FL 33584
Maryann Jeronimus	115 Mahogany Drive Seffner, FL 33584

Article VIII - Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Brian A. Jeronimus	115 Mahogany Drive Seffner, Florida 33584

Article IX - By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or the United States.

Article X - Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated this 8th, day of March, 1997.


BRIAN A. JERONIMUS
As Incorporator

HEATHER'S HOUSECLEANERS, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, BRIAN A. JERONIMUS, having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

By:



BRIAN A. JERONIMUS
As Registered Agent

FILED

97 MAR 18 AM 11: 07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA