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CIVIL TRIAL LAWYER

JERRY M. WADE, II

OF COUNSEL
DAVID H. BLUDWORTH

May 1, 1997

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

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: MICHAELS HOMEWORKS, INC.

Dear sir/madam:

Enclosed please find Articles of Incorporation for MICHAELS HOMEWORKS, INC. In addition, we have enclosed the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	<u>35.00</u>
TOTAL	\$ 70.00

I appreciate your assistance in this matter and please do not hesitate to contact me directly if you have any questions or problems concerning this matter.

Very truly yours,

David H. Bludworth

DAVID H. BLUDWORTH

DHB/kml

Enclosures

FILED
97 MAY -5 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. MONSTER MAY 8 1997

ARTICLES OF INCORPORATION
OF
MICHAELS HOMEWORKS, INC.

FILED
97 MAY -5 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is MICHAELS HOMEWORKS, INC.

ARTICLE II - PURPOSE

This Corporation is organized for the following purposes: to engage in all home repair, improvements, construction and for the purpose of transacting any or all lawful business.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the Corporation is located at: 44 Ohio Road, Lake Worth, Florida 33467. The mailing address of the corporation is the same.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Each stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be: 44 Ohio Road, Lake Worth, Florida 33467 and the initial registered agent of this Corporation at such office shall be: MICHAEL R. LERMAN, who upon accepting this designation agrees to comply with the provisions of Sections 607.0501 and 607.0505, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is: MICHAEL R. LERMAN, 44 Ohio Road, Lake Worth, Florida 33467.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the stockholders.

ARTICLE IX - AMENDMENT

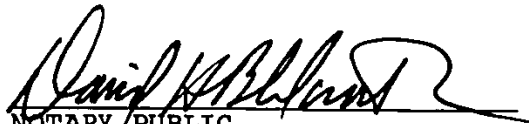
The Corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendments to them. Any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of MAY, 1997.


MICHAEL R. LERMAN

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation were acknowledged before me this 1st day of MAY, 1997 by MICHAEL R. LERMAN, who is personally known to me or who has produced _____ as identification, bearing identification number _____.


NOTARY PUBLIC
State of Florida at Large
DAVID H. BLUDWORTH
Type/Print Name

(SEAL)

My Commission Expires:



David H. Bludworth
MY COMMISSION # CC501295 EXPIRES
October 20, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
97 MAY -5 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida:

1. The name of the corporation is MICHAELS HOMEWORKS, INC.
2. The name and address of the registered agent and registered office is:

MICHAEL R. LERMAN
44 Ohio Road
Lake Worth, Florida 33467

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

DATE: MAY 1st, 1997


MICHAEL R. LERMAN