

7/22/97

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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: RIGHT HOME IMPROVEMENTS, INC.

AUDIT NUMBER.....H97000011929

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

CERT. OF STATUS..0

PAGES..... 6

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**ARTICLES OF INCORPORATION
OF**

RIGHT HOME IMPROVEMENTS, INC

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is **RIGHT HOME IMPROVEMENTS, INC.**

**ARTICLE II
DURATION**

This corporation is to exist perpetually

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to issue 7,500 share of

\$1 par value common voting stock.

**ARTICLE V
PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the principal office of the corporation is 325 Kimi Court,
Casselberry, Florida 32707. The initial registered office of the corporation is 254 Division
Street, Oviedo, Florida 32765 and the name of initial registered agent is Marshall W. Liptak.

This document prepared by
Marshall W. Liptak, Esq.
254 Division Street
Oviedo, Florida 32762
Fla Bar # 142914
(407) 359-7353

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one (1).

The name and address of the initial directors of this corporation are:

Robert S. Wagner, 717 E Altamonte Drive, Casselberry Florida 32701
Chastity Wagner, 717 E Altamonte Drive, Casselberry, Florida 32701

ARTICLE VII
MISCELLANEOUS

Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation. The stockholders may, by By-law provision or by stockholders' agreement recorded in the minute book, impose such restriction on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Any stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting, unless he shall make objection at such meeting to any defect or insufficiency of notice.

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

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ARTICLE VIII
INDEMNITY

The corporation shall indemnify any director, officer or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse any director, officer or employee for the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interest of the corporation that such settlement be made and that such director, officer or employee be reimbursed.

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto in the manner provided by law.

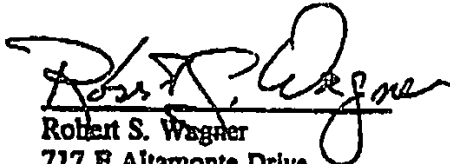
The initial by-laws if this corporation shall be adopted by the directors. The by-laws may be repealed or amended from time to time by either the stockholders or directors, but the

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directors may not alter, repeal or amend any by-laws adopted by the stockholders if the stockholders specifically provide such by-law not be subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of July 1997.


Robert S. Wagner
717 E Altamonte Drive
Casselberry, Florida 32701

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Robert S Wagner, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, ~~or who produced satisfactory identification to with Florida Drivers License~~ and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of July 1997.


Notary Public
My Commission Expires: 8 7-98

Comm # CC 398336

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Right Home Improvements, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Oviedo, County of Seminole, State of Florida, has named MARSHALL W. LIPTAK, of 254 Division Street, Oviedo, Florida 32765, as its agent to accept service of process within this state.

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Marshall W. Liptak

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