

P 97 JUL 18 1997



A LIMITED LIABILITY PARTNERSHIP
CONSISTING OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

MAILING ADDRESS:
230 N.E. 25TH AVENUE
OCALA, FLORIDA 34470-2938

September 3, 1997

H. EDWARD DEAN OF COUNSEL
JONATHAN S. DEAN P.A.
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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

RE: AMERICAN HOME SERVICES USA, INC.

400002285744--1
-09/05/97--01081--003
****122.50 ****122.50

Dear Sirs:

Enclosed please find our firm's check in the amount of \$122.50 representing the filing fee for the enclosed Articles of Incorporation. I have also enclosed a copy of the Articles to be returned marked "Filed."

If you have any questions regarding the aforementioned, please do not hesitate to contact me.

Very truly yours,

DEAN AND DEAN, L.L.P.

Lisa M. Wilson
Legal Assistant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
27 SEP -5 PM 2:20

/lmw
Enclosures

U:TRISECSTATE:ANT

Lisa M. Wilson GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. Name
DATE 9-10-97
DOC. EXAM WS

9-11-97
WS

**ARTICLES OF INCORPORATION
OF
AMERICAN HOME SERVICES USA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -5 PM 2:21

ARTICLE I

Name. The name of this corporation is **AMERICAN HOME SERVICES USA, INC.**
The corporation's principal office is located at 5802 Cherry Road, Ocala, Florida 34472.

ARTICLE II

Business and Activities. This corporation may, and is organized and authorized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This corporation shall have a perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 5802 Cherry Road, Ocala, Florida 34472. The name of the initial registered agent of this corporation is **CHRIS ARMSTRONG**.

ARTICLE IX

Lost or Destroyed Certificates Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this corporation.

ARTICLE X

Amendment. These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

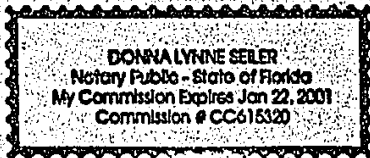
The Corporation shall indemnify, or advance reasonable expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

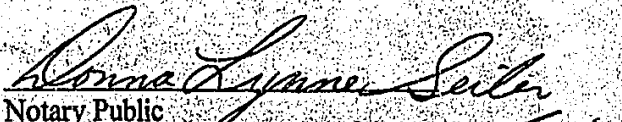
IN WITNESS WHEREOF, the undersigned do set their hands and seals and have acknowledged and filed the foregoing Articles of incorporation under the laws of the State of Florida this 27th day of August, 1997.


CHRIS ARMSTRONG

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me on the 27th day of August, 1997 by CHRIS ARMSTRONG, who is personally known to me.




Notary Public
Name of Notary Public: *Donna Lynne Seiler*
Commission Number: *CC615320*

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for AMERICAN HOME SERVICES, USA, INC., I hereby accept the designation and agree to act as the Registered Agent of said corporation.

Dated August, 27, 1997.


CHRIS ARMSTRONG

CORPAMHOMES.ART

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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