

THOMAS J. ZANDECKI, P.A.

ATTORNEY AT LAW

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April 8, 1998

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

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Payne Inspection Services, Inc.

Dear Sir:

Enclosed herein please find an original and a copy of Articles of Incorporation of Payne Inspection Services, Inc., as well as my check in the amount of \$70.00 for the filing fee.

Please send a copy of the Articles to my office.

Thank you for your assistance in this matter.

Very truly yours,


Thomas J. Zandecki

TJZ/ple

Encl.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 13 AM 8:13

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04-15-98

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DIVISION OF CORPORATIONS
98 APR 13 AM 8:13

ARTICLES OF INCORPORATION
OF
PAYNE INSPECTION SERVICES, INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is **PAYNE INSPECTION SERVICES, INC.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is: 7427 Mako Drive, Hudson, FL 34667.

ARTICLE III. DURATION

The period of its duration shall be perpetual.

ARTICLE IV. PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida; including providing inspection services, such as home inspections.

ARTICLE V. CAPITAL STOCK

The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value, voting common stock.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

THOMAS J. ZANDECKI, ESQ.
7627 Little Road
New Port Richey, FL 34654

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

ADDRESS

KENNETH PAYNE

7427 Mako Drive
Hudson, FL 34667

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

KENNETH PAYNE

7427 Mako Drive
Hudson, FL 34667

ARTICLE IX. AMENDMENT OF ARTICLES

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporation has executed these Articles of Incorporation, this 17th day of April, 1998.


KENNETH PAYNE

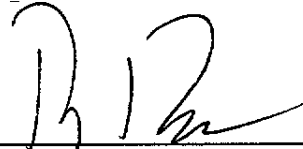
**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA**

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes,
the following is submitted:

PAYNE INSPECTION SERVICES, INC. desiring to organize under the
laws of the State of Florida with its initial registered office as
indicated in the Articles of Incorporation, at 7627 Little Road,
New Port Richey, Florida, 34654, has named **THOMAS J. ZANDECKI**, as
its registered agent to accept service of process within this
state.

ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named as the registered agent for the above
corporation for the purpose of accepting service of process at the
registered office designated in the certificate, I hereby accept
such appointment and acknowledge that I am familiar with and accept
the obligations and responsibilities of such office as provided in
Florida Statutes 607.0505.



THOMAS J. ZANDECKI
Registered Agent

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