

LAW OFFICES OF  
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May 4, 1998

VIA UPS NEXT DAY AIR

800002512058--7  
-05/05/98--01139--007  
\*\*\*\*122.50 \*\*\*\*122.50

State of Florida  
Division of Corporations  
*Attn: New Filings Section*  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Incorporation of **HOME SCAN, INC.**, a Florida corporation

Ladies and Gentlemen:

I am enclosing with this letter the following documents relating to the incorporation of **HOME SCAN, INC.**, a Florida corporation.

1. The Articles of Incorporation of **HOME SCAN, INC.**
2. This firm's check in the amount of \$122.50 to cover the following items: filing fee, one certified copy of the Articles of Incorporation, and certificate designating registered agent.
3. A copy of the executed Articles of Incorporation to be certified and returned.

Thank you for your assistance in this matter. Of course, in the event you should have any questions with regard to this matter, please feel free to call.

Very truly yours,

James K. Powers

JKP/cf  
Enclosures

FILED  
MAY -5 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15/01/98

**ARTICLES OF INCORPORATION**

**OF**

**HOME SCAN, INC.**

**FILED**

98 MAY -5 PM 1:00

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be HOME SCAN, INC.

**ARTICLE II - TERM OF EXISTENCE**

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

**ARTICLE III - GENERAL PURPOSES**

The general purposes for which the corporation is organized shall be:

(1) To manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description.

(2) It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended; provided, however, that notwithstanding the generality of the foregoing, the corporation is not hereby authorized to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair, or exposition business.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is seventy-five thousand (75,000) shares, which shall be designated as Common Shares with a par value of ten cents (\$.10) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE, AND REGISTERED  
AGENT, AND CORPORATE MAILING ADDRESS**

The initial street address of the registered office of the corporation in the State of Florida is 8700 Old Winter Garden Road, Orlando, FL 32835. The name of the initial registered agent of the corporation at such address is Peter R. Bertini. The mailing address of the corporation shall be 8700 Old Winter Garden Road, Orlando, FL 32835.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

- A. The initial number of directors of the corporation shall be one (1).
- B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.
- C. The name and address of the initial member of the Board of Directors, who shall hold office until his successor is duly elected and has qualified, is:

<u>Name</u>	<u>Address</u>
Peter R. Bertini	8700 Old Winter Garden Road Orlando, FL 32835

**ARTICLE VII - INCORPORATOR**

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Peter R. Bertini	8700 Old Winter Garden Road Orlando, FL 32835

**ARTICLE VIII - BY-LAWS**

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

**ARTICLE IX - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in any manner permitted by law.

**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 2<sup>nd</sup> day of MAY, 1998.

  
Peter R. Bertini

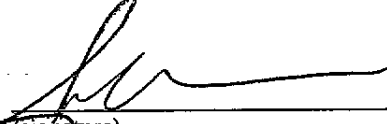
STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of May, 1998, by Peter R. Bertini, (who is personally known to me) or (who has produced) as identification, and who (did/did not) take an oath.



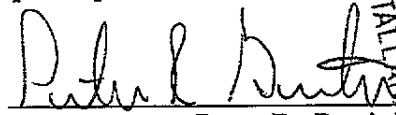
JAMES K. POWERS  
COMMISSION # CC 532252  
EXPIRES FEB 13, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

NOTARY PUBLIC:

  
(signature)  
(print name)  
My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, Peter R. Bertini, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with and accepts the obligations imposed pursuant to § 607.0505 of the Florida General Corporation Act.

  
Peter R. Bertini

FILED  
98 MAY -5 PM 1:00  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE