

RUBIN & RUBIN

A Professional Association of Attorneys

P98000051741

June 4, 1998

Ms. Carolyn Batten
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/15/98--0115--001
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North
Re: Home Remedy Corp. of Florida

Dear Ms. Batten:

We are in receipt of your letter of May 20, 1998 and hasten to respond.

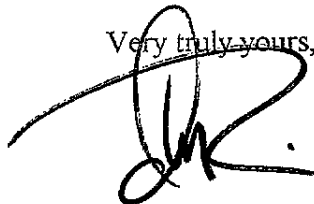
Pursuant to your notification we have modified the Articles of Incorporation and Registered Agent's Certificate to reflect the name of the Company.

Accordingly, please file these documents and provide the Corporation with the earliest possible effective date.

If, for any reason, the foregoing cannot be accomplished please contact this office immediately.

Thank you for your anticipated cooperation.

Very truly yours,



I. Mark Rubin, Esq.
For the Firm

EFFECTIVE DATE
5-7-98

IMR/mrf

Enclosure: as stated

FILED
JUN 15 AM 9:39
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Madele GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp Name
DATE 6-10-98
DOC. EXAM CB

CB
6-10-98

EFFECTIVE DATE
5-7-98

FILED
98 May -15 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

HOME REMEDY CORP. OF NORTH FLORIDA

The undersigned Incorporator desiring to form a Corporation in accordance with Chapter 607 of the Florida Statutes and adopt the following Articles of Incorporation:

I. NAME

The name of the Corporation shall be Home Remedy Corp. of North Florida

II. PURPOSE

The purpose for which the Corporation is organized is to provide products and services.

III. DURATION

The term of the existence of the Corporation shall be perpetual. The Corporation shall be authorized to do business as of May 7, 1998.

IV. CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding is One Hundred (100) shares. There shall be one category of stock.

V. CAPITAL

The amount of stated capital which the Corporation shall begin business with is One Thousand dollars (\$1,000.00).

VI. PRINCIPAL OFFICE OR PLACE OF BUSINESS

The principal office or place of business shall is 837 Midland Court, Orange Park, Florida 32065.

VII. REGISTERED OFFICE AND REGISTERED AGENT

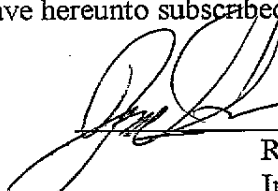
The address of the initial registered office of the Corporation in this State is Raymond Schramm. The initial registered agent at the registered office is 837 Midland Court, Orange Park, Florida 32065.

VIII. INCORPORATOR

The name and post office address of the Incorporator is:

Raymond Schramm.
837 Midland Court,
Orange Park, Florida 32065

IN WITNESS WHEREOF, I have hereunto subscribed my name this 4th day of June, 1998.


Raymond Schramm
Incorporator

STATE OF FLORIDA

SS:

COUNTY OF DUVAL

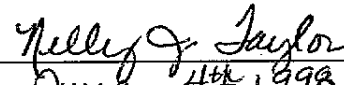
ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared Raymond Schramm who is well known to be the Incorporator described herein and who executed the foregoing Articles of Incorporation of Home Remedy Corp., and that he executed the same as such Incorporator for the purposes herein expressed.

WITNESS my hand and official seal at Jacksonville, Florida on this 4th day of June, 1998.

My Commission expires:



NELLY J TAYLOR
My Commission CC556358
Expires May. 21, 2000


June 4th 1998

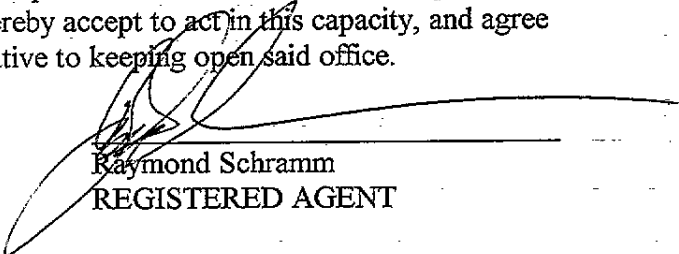
**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First that

Home Remedy Corp. Of North Florida is desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at, 837 Midland Court, Orange Park, Florida 32065, and naming Raymond Schramm as its agent to accept service of process within this State.

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.


Raymond Schramm
REGISTERED AGENT

FILED
98 MAY -15 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA