

Presley & Ranieri, P.A.

Attorneys-at-Law

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Michael R. Presley, Esq., Managing Partner

Christopher M. Ranieri, Esq.

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October 23, 1998

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

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*****78.75 *****78.75

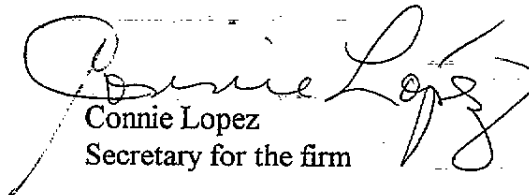
*Re: Home Providers Network, Inc.
Articles of Corporation*

Dear Sir/Madam:

Enclose herein original and a copy of the Articles of Corporation with regard to the above referenced Corporation. Kindly, file the original and return a Certificate of Filing directly to this office.

In addition, please find a check for seventy-eight dollars and seventy five cents (\$78.75) for the filing fee and certified copy of articles, payable to the Secretary of State Division of Corporation.

Very truly yours,


Connie Lopez
Secretary for the firm

Enclosures

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98 OCT 26 AM 10:42
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

OK
10/27

ARTICLES OF INCORPORATION
OF
HOME PROVIDERS NETWORK, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HOME PROVIDERS NETWORK, INC.

The address of the principal office of this corporation shall be 4901 N.W. 17th Way, Suite 505, Fort Lauderdale, Florida, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country or nation.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 400 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4901 N.W. 17th Way, Suite 505, Fort Lauderdale, Florida 33309, and the name of the initial registered agent of the corporation at that address is PRESLEY & RANIERI, P.A..

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of

Directors, subject to any limitation set forth in these Articles of Incorporation. This Corporation shall have three directors initially. The names and addresses of the initial members of the Board of Directors are:

Michael R. Presley, Esq.	5211 Princeton Way Boca Raton, Florida 33496
Christopher M. Ranieri, Esq.	10900 N.W. 14 th Street Coral Springs, Florida 33061
Emma Bryan	4901 N.W. 17 th Way/Suite 505 Fort Lauderdale, Florida 33309
Peter Fernandez	4901 N.W. 17 th Way/Suite 505 Fort Lauderdale, Florida 33309

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Michael R. Presley, Esq. President	4901 N.W. 17 th Way/Suite 505 Fort Lauderdale, Florida 33309
Emma Bryan Senior Vice President	4901 N.W. 17 th Way/Suite 505 Fort Lauderdale, Florida 33309

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

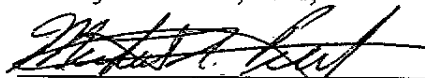
ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Presley & Ranieri, P.A.
4901 N.W. 17th Way/Suite 505
Fort Lauderdale, Florida 33309

IN WITNESS WHEREOF, the undersigned agent of Presley & Ranieri, P.A., has hereunto set their hand and seal of Presley & Ranieri, P.A., on October 7, 1998.

Presley & Ranieri, P.A.,



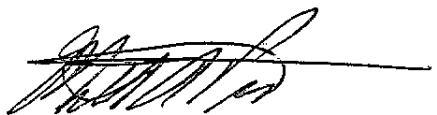
By: Michael R. Presley, Esq.,
President of Presley & Ranieri, P.A.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Presley & Ranieri, P.A., a Florida Professional Corporation, authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Presley & Ranieri, P.A.



By: Michael R. Presley, Esq. as
President of Presley & Ranieri, P.A.