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Daniel J. Weinberg, C.P.A.

Daniel J. Weinberg
Certified Public Accountant

Member:

American Institute of CPA's
New York State Society of CPA's
Florida Institute of CPA's

December 15, 1998

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

100002714661--1
-12/17/98--01066--005
****70.00 ****70.00

SUBJECT: UniServ Corp.
(Proposed corporate name)

To Whom It May Concern:

Enclosed please find original Articles of Incorporation together with one (1) copy along with a check in the amount of $70.00 to cover the filing fees for the abovementioned corporation. Please send acknowledgment receipt to:

Jeff Norton
UniServ Corp.

c/o DANIEL J. WEINBERG, P.A.
4401 W. Hillsboro Blvd.
Coconut Creek, FL 33073

FILED
99 JAN -11 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,

E. Leslie Weinberg

Eve Leslie Weinberg
Vice President/Administrative Manager

ELW/jw

JAN -11 1999

9

P. Hall

W98-28451

4401 W. Hillsboro Blvd., Coconut Creek, FL 33073 • Tel.: (954) 428-8899 • Fax: (954) 428-6699

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 21, 1998

DANIEL J. WEINBERG, P.A.
4401 W HILLSBORO BLVD
COCONUT CREEK, FL 33073

SUBJECT: UNISERV CORP.
Ref. Number: W98000028451

We have received your document for UNISERV CORP. and check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 498A00059718

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12/21/98                CORPORATE DETAIL RECORD SCREEN                      10:14 AM
NUM: P97000099628 ST:FL ACTIVE/FL PROFIT         FLD: 11/21/1997
LAST: AMENDMENT                                  FLD: 04/21/1998
FEI#: 65-0816177
NAME      : UNISERVICE CORPORATION
NH: 1
PRINCIPAL: 1900 GLADES ROAD                              CHANGED: 06/08/98
ADDRESS    351
           BOCA RATON, FL 33431
RA NAME   : MAYER, DAVID                                NAME CHG: 06/08/98
RA ADDR   : 1900 GLADES ROAD                            ADDR CHG: 06/08/98
           351
           BOCA RATON, FL 33431
ANN REP   :                                        (1998) I  06/08/98
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Daniel J. Weinberg, C.P.A.

Daniel J. Weinberg
Certified Public Accountant

Member:

American Institute of CPA's
New York State Society of CPA's
Florida Institute of CPA's

January 6, 1999

Pamela Hall, Document Specialist
c/o Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: UniServ Corp.
Ref. No.: W98000028451

Dear Ms. Hall:

Please be advised that the Principal Officer of UniServ Corp. is aware that there is another Florida corporation with a similar corporate name but still requests approval of UniServ Corp.

Therefore, please process the necessary paperwork to incorporate "UniServ Corp."

Very truly yours,

Daniel J. Weinberg
Certified Public Accountant

DJW/he
cc: Jeffrey Norton
:uniserv.incorp.name.wpd:

4401 W. Hillsboro Blvd., Coconut Creek, FL 33073 • Tel.: (954) 428-8899 • Fax: (954) 428-6699

Articles of Incorporation

of

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99 JAN -11 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UniServ Corp.

a Florida corporation

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

UniServ Corp.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

1500 N.W. 62nd Street, Suite 202
Ft. Lauderdale, FL 33309

ARTICLE III - AUTHORIZED SHARES

The number of shares the corporation is authorized to issue is: ONE THOUSAND (1,000) SHARES OF COMMON STOCK. ALL OF ONE CLASS, DESIGNATED AS COMMON STOCK HAVING A PAR VALUE OF TEN CENTS ($.10) PER SHARE.

The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered office is:

Jeff Norton
1500 N.W. 62nd Street, Suite 202
Ft. Lauderdale, FL 33309

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

Jeff Norton
1500 N.W. 62nd Street, Suite 202
Ft. Lauderdale, FL 33309

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than one director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

The name(s) of the initial director(s):

President:	Jeff Norton
Secretary:	Jeff Norton
Treasurer:	Jeff Norton

ARTICLE VII - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles or any amendment hereto are granted subject to this reservation.

ARTICLE VIII - PURPOSES

Business Purpose: To provide home and commercial property services to businesses and to the general public.

ARTICLE IX - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended. The shareholders of this corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the corporation unanimously agree otherwise in writing.

After this corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Once the corporation has elected to be an S Corporation, each share of stock issued by this corporation shall contain the following legend:

> "The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE X - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this corporation may be subject to a shareholders' restrictive agreement containing numerous restrictions on the rights of shareholders of the corporation and transferability of the shares of stock of the corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the corporation.

ARTICLE XI - POWERS OF CORPORATION

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XII - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE XIII - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XIV - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 10th day of December, 1998.

Jeff Norton

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

UniServ Corp.

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99 JAN 11 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. The registered agent and office is:

Jeff Norton
1500 N.W. 62nd Street, Suite 202
Ft. Lauderdale, FL 33309

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accepted the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Jeff Norton

12/10/98

Date