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JOHN A. PANYKO, P.A.
BOARD CERTIFIED TAX ATTORNEY

PHONE (850) 438-7272

FACSIMILE (850) 438-7224

February 3, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700002767937--5
-02/08/99-01118-003
*****78.75 *****78.75

RE: Home Improvement Network, Inc.
Our File No. H8-99193

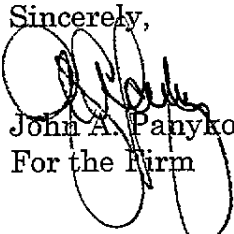
Gentlemen:

Enclosed please find an executed original and copy of Articles of Incorporation with respect to Home Improvement Network, Inc., a Florida corporation.

Also enclosed please find our check in the amount of \$78.75 in payment of the required filing fee including registered agent designation and certified copy.

Please file the Articles of Incorporation and return to the undersigned a certified copy of same. Thank you for your assistance in this matter.

Sincerely,


John A. Panyko
For the Firm

JAP/cmw

Enclosures

pc: Thomas Folkers
Shirley Folkers
John M. Potter

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -8 AM 10:45

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DIVISION OF CORPORATIONS

99 FEB -8 AM 10:45

**ARTICLES OF INCORPORATION
OF
HOME IMPROVEMENT NETWORK, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is HOME IMPROVEMENT NETWORK, INC., and its principal office is located at 5030 Commerce Park Circle, Pensacola, Florida 32505, its mailing address is the same.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the subscription of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock, all of one class and series.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

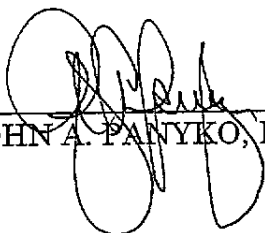
ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 200 South Tarragona Street, Pensacola, Florida 32501, and the name of this corporation's initial registered agent is JOHN A. PANYKO.

ARTICLE VII
INCORPORATORS

The name and address of the incorporator is JOHN A. PANYKO, 200 South Tarragona Street, Pensacola, Florida 32501.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5TH day of February, 1999.




JOHN A. PANYKO, Incorporator

STATE OF FLORIDA

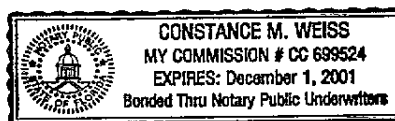
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 5th day of February, 1999, by JOHN A. PANYKO, who personally appeared before me and who is personally known to me or who has produced driver's license as identification.



Notary Public, State of Florida
Name: Constance M. Weiss
Commission No. CC 699524
My Commission Expires: 12-01-01

(AFFIX OFFICIAL SEAL)



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, JOHN A. PANYKO, am familiar with and hereby accept the appointment as Registered Agent for HOME IMPROVEMENT NETWORK, INC., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 5th day of February, 1999.



JOHN A. PANYKO

FILED
CLERK OF SUPERIOR COURT
DIVISION OF CORPORATIONS
99 FEB -8 AM 10:45