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April 1, 1999

Florida Department of State
Secretary of State
Division of Corporations
State of Florida
PO Box 6327
Tallahassee, Florida 32314

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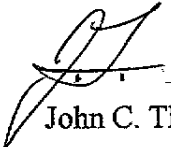
Division of Corporations,

Please find enclosed a copy of the Articles of Incorporation for Home Services USA, Inc. Also, please find attached thereto, a money order in the amount of \$78.75 USD to cover the filing fee of \$35, the resident agent fee of \$35, and \$8.75 for a certified copy of the articles. The latter may be forwarded back to me, at the company address of record, in care of:

John C. Thomas
3312 - C Spanish Wells Drive
Delray Beach, Florida 33445

If any questions arise in connection with the above, I may be reached at (561) 637-3410.

Very truly yours,


John C. Thomas

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR -5 AM 8:03

HOME SERVICES USA, INC.

A FLORIDA CORPORATION

ARTICLES OF INCORPORATION

KNOW ALL MEN AS THESE PRESENTS:

That the undersigned has this day formed a corporation for the transaction of business, and the promotion and conduct of the objects and purposes hereinafter stated, under and pursuant to the laws of the State of Florida.

I DO HEREBY CERTIFY:

ARTICLE I

NAME. The name of the corporation, which is hereinafter referred to as "the corporation", is:

HOME SERVICES USA, INC.

ARTICLE II

REGISTERED OFFICE. The address of the principal office and the mailing office of the corporation is c/o:

John C. Thomas
3312 - C Spanish Wells Drive
Delray Beach, Florida 33445

Offices for the transaction of any business of the corporation and where the meetings of the Board of Directors and the shareholders may be held, and where the books of the corporation may be kept, may be established and maintained in any other part of the State of Florida, or in any other state, territory or possession of the United States of America, the District of Columbia, or in any foreign country.

ARTICLE III

CAPITAL STOCK. The amount of the total authorized capital stock of this corporation is 25,000 shares with a par value of .001 per share. Each share of stock shall have one (1) vote. Such stock may be issued from time to time without action by the shareholders for such consideration as may be fixed from time to time by the Board of

Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed the full paid up stock, and the holder of such shares shall not be liable for any further payment thereof. Said stock shall not be subject to assessment to pay the debts of the corporation, and no paid-up stock and no stock issues as fully paid, shall ever be assessed of assessable by the corporation.

Number of Shares Authorized	Par Value Per Share	Class of Stock
25,000	\$ 0.001	Common

ARTICLE IV

REGISTERED AGENT. The registered agent of the corporation and the street address of the Corporation's initial registered office in the State of Florida is:

John C. Thomas
3312 – C Spanish Wells Drive
Delray Beach, Florida 33445
City of Delray Beach
County of Palm Beach

ARTICLE V

PREEMPTIVE RIGHTS. The corporation elects to have preemptive rights.

ARTICLE VI

BOARD OF DIRECTORS. The Board of Directors shall have the power and authority to make and alter, or amend, the bylaws, to fix the amount of cash or otherwise to be reserved as working capital, and to authorize and cause to be executed the mortgages and liens upon property and franchises of the corporation.

The Board of Directors shall, from time to time, determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and the books of the corporation, or any of them, shall be open to the inspection of the shareholders; and no shareholder have to inspect any account, book or document of this corporation except as conferred by the Statutes of Florida, or authorized by the Directors or by resolution of the shareholders.

No sale, conveyance, transfer, exchange or other disposition of all or substantially all of the property and assets of this corporation shall be made unless approved by the vote or written consent of the shareholders entitled to exercise a majority of the voting power of the corporation.

The shareholders and directors shall have the power to hold their meetings, and keep the books, documents and papers of the corporation outside of the State of Florida, and at such place as may from time to time be designated by the bylaws or by resolution of the Board of Directors or shareholders, except as otherwise required by the laws of the State of Florida.

The corporation shall indemnify each present and future officer and director of the corporation and each person who serves at the request of the corporation as an officer or director of any other corporation, whether or not such person is also an officer or director of the corporation, against all costs, expenses and liabilities, including the amounts of judgments, amounts paid in compromise settlements and amounts paid for services of counsel and other related expenses, which may be incurred by or imposed on him or her in connection with any claim, action, suit, proceeding, investigation or inquiry hereafter made, instituted or threatened in which he or she may be involved as a party or otherwise by reason of any past or future action taken or authorized and approved by him or her or any omission to act as officer or director, at the time of the incurring or imposition of such costs, expenses, or liabilities, except such costs, expenses, or liabilities, except such costs, expenses or liabilities, as shall be related to matters as to which he or she shall in such action, suit or proceeding, be finally adjudged to be liable by reason of his or her negligence or willful misconduct toward the corporation or such other corporation in the performance of his or her duties as officer or director. As to whether or not a director or officer was liable by reason of his or her negligence or willful misconduct toward the corporation or such other corporation in the performance of his duties as such officer or director, in the absence of such final adjudication of the existence of liability, the Board of Directors and each officer and director may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the Board of Directors. The foregoing right of indemnification shall not be exclusive of other rights to which any such officer or director may be entitled as a matter of law or otherwise, and shall inure to the benefit or the heirs, executors, administrators and assigns of each officer or director.

Authority is hereby granted to the shareholders of this corporation to vote to change, from time to time, the authorized number of directors of this corporation by a duly adopted amendment to the bylaws of this corporation.

ARTICLE VII

INCORPORATOR. The name of the Incorporator signing these Articles of Incorporation is John C. Thomas and the address of the Incorporator is 3312-C Spanish Wells Drive, Delray Beach, Florida 33445.

THE UNDERSIGNED, being the original incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, and in pursuance of the general corporation law of the State of Florida, does make and file this certificate, hereby declaring and certifying that the facts hereinabove stated are true, and accordingly have hereunto set my hand.

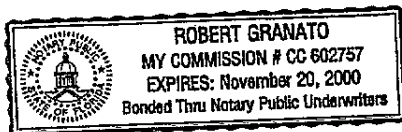
DATED AND DONE March 22, 1999.


John C. THOMAS - Incorporator

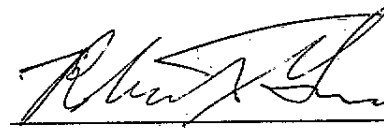
STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared John C. THOMAS, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after, being duly sworn under oath acknowledged before me that said person executed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 29 day of March, 1999.



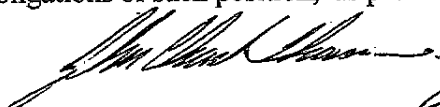

EXP. NOV. 20, 2000


Notary Public
State of Florida at Large

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -5 AM 8:03

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

THE UNDERSIGNED, having been named the Registered Agent of HOME SERVICES USA, INC., hereby accepts such designation and is similar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

 
JOHN C. THOMAS
Registered Agent
Dated: March 22, 1999.

MARCH 29, 1999 