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The Law Firm Of
Thomas E. Shipp, Jr. & Associates, P.A.
4223 Del Prado Boulevard
Cape Coral, Florida 33904

TEL (941) 542-1131 FAX (941) 549-9862

April 23, 1999

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

RE: HOMEWERX, INC.

Dear Sir or Madam:

Enclosed is our check in the amount of \$122.50 to cover the cost of filing the enclosed Articles of Incorporation for the above-referenced corporation. Please return a certified copy to our office in the enclosed, self-addressed, stamped envelope which has been provided for your convenience.

Thank you for your assistance and please feel free to call should you have any questions.

Sincerely,



THOMAS E. SHIPP, JR.

TES:dlg
Enclosures

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****122.50 *****78.75

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4/29/99

FILED
99 APR 26 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HOMEWERX, INC.

FILED

99 APR 26 PM 12:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By the following proposed Articles of Incorporation, the undersigned do hereby declare their intent to form a corporation under the laws of the State of Florida providing for the formation, rights, liabilities, privileges and immunities of a corporation for profit.

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be: HOMEWERX, INC.

The initial address of the principal office of the corporation is:

5760 Youngquist Road, Unit 12, Fort Myers, FL 33912.

The initial mailing address of the corporation is the same.

ARTICLE II - DURATION

The corporate existence of this corporation commences on the date filed.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock each share having a par value of one (\$1.00) Dollar. These shares have unlimited voting rights and the holders thereof are entitled to receive the net assets of the corporation upon dissolution. All common shares shall be identical

with each other in every respect and the holder of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE V - ADDRESS

The street address of the initial registered office of this corporation is 5760 Youngquist Road, Unit 12, Fort Myers, FL 33912.

The name of the initial registered agent at such address is WILLIAM RYAN.

ARTICLE VI - INCORPORATOR

The names and addresses of the incorporators of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
EARL WESLEY CYPHER	15700 Country Court Fort Myers, FL 33912
WILLIAM RYAN	19863 Allaire Lane Fort Myers, FL 33908

IN WITNESS WHEREOF, the undersigned incorporators have executed the foregoing Articles of Incorporation this 20th day of April, 1999.

Earl Wesley Cypher
EARL WESLEY CYPHER

William Ryan
WILLIAM RYAN

FILED

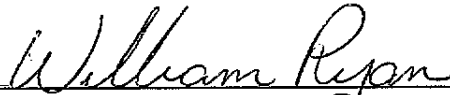
ACCEPTANCE OF REGISTERED AGENT

99 APR 26 PM 12:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 4-20-99



WILLIAM RYAN
Registered Agent