

P99000065039

ALLAN L. CASEY  
DANIEL P. ROONEY

ALLAN L. CASEY  
P.O. Box 7146  
Winter Haven, Florida 33883-7146  
941-294-4468  
FAX 941-294-3947

395 Avenue C, N.W.  
Winter Haven, Florida 33881

July 12, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines St.  
P. O. Box 6327  
Tallahassee, FL 32301  
FEDERAL EXPRESS

600002929816--5  
-07/13/99--01051--004  
\*\*\*\*122.50 \*\*\*\*78.75

Re: HomePros USA, Inc.

Gentlemen:

Enclosed herewith in connection with the above referenced matter, please find Articles of Incorporation and Designation of Registered Agent, to be filed with your office, together with my check payable to your order in the amount of \$122.50 to be allocated as follows:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	52.50
	\$ 122.50

FILED  
JUL 13 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Please forward certified copy to this office, via the enclosed envelope.

Thanking you in advance for your assistance, I am,

With Kindest Regards,

Allan L. Casey

Fax to  
Patty  
941 294-3947

AC/pld  
encls.

Patty  
GAVE  
AUTHOR. F. 1221 FLORE TO  
CORRECT Went to make change in name  
DATE 7-21-99  
REG. EXAM CB

CB  
7-22-99  
5

ARTICLES OF INCORPORATION

OF

HOMEPROS USA, INC.

FILED  
99 JUL 13 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF POLK

KNOW ALL MEN BY THESE PRESENTS: that the undersigned natural person is competent to contract, for the purpose of forming a Corporation under the laws of Florida, does hereby certify as follows:

ARTICLE I. NAME

The name of this Corporation is: HOMEPROS USA, INC. whose street address is: 395 Avenue C. N.W., Winter Haven, Florida, Polk County, Florida.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The total authorized capital stock of this Corporation shall be 1000 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

ARTICLE IV. PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI. ADDRESS

The principal office of this Corporation shall be at 395 Avenue C, N.W., Winter Haven, Polk County, Florida but the Corporation shall have the power to establish branch offices and other places of business at such other places within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE VII. DIRECTOR

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, according to By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII. ORIGINAL DIRECTOR

The name and addresse of the initial members of the Board of Directors is:


STEPHEN F. PHILLIPS  
950 FIRST STREET, SOUTH  
SUITE 200  
WINTER HAVEN, FL 33880

ARTICLE IX. SUBSCRIBERS

The name and address of the Subscriber to the Certificate of Incorporation of this Corporation, is:

ALLAN L. CASEY  
395 AVENUE C, N.W.  
WINTER HAVEN, FL 33881

IN WITNESS WHEREOF, I have hereunto set our MY hand and seal and file the foregoing certificate of incorporation in the office of the Secretary of State.


  
ALLAN L. CASEY

STATE OF FLORIDA

COUNTY OF POLK

BEFORE ME, the undersigned authority, this day personally appeared ALLAN L. CASEY, to me well known to be the person described in or who produced \_\_\_\_\_ (type of identification) as identification and who did (did not) take an oath and who executed the foregoing Certificate of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

DATED this 12<sup>th</sup> day of JULY, 1999.

  
Notary Public/State of  
Florida at Large



James T. Joiner  
MY COMMISSION # CC540282 EXPIRES  
July 16, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.


Pursuant To Chapter 48.901, Florida Statutes, the following is  
submitted, in compliance with said Act:

FIRST that HOMEPROS USA, INC. , desiring to organize under the  
laws of the State of FLORIDA, with its principle office, as  
indicated in the Articles of Incorporation, in the City of Winter  
Haven, State of Florida, has named ALLAN L. CASEY, located at 395  
AVENUE C, N.W., City of WINTER HAVEN, County of POLK, State of  
FLORIDA, as its Agent to accept Service of Process within this  
State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above  
stated Corporation, at the place designated in this Certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said act relative to keeping open said office.

BY:

  
ALLAN L. CASEY  
Registered Agent

FILED  
JUL 3 11:2:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA