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ATTORNEY AT LAW

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PLEASE REPLY TO:

P.O. BOX 551  
ORLANDO, FL 32802-0551

August 18, 1999

Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
P. O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
8-18-99

900002965329-3  
-08/20/99-01042-003  
\*\*\*\*157.50 \*\*\*\*\*78.75

RE: THE MAINTENANCE CENTER, INC. and THE MAINTENANCE CENTER.COM, INC.

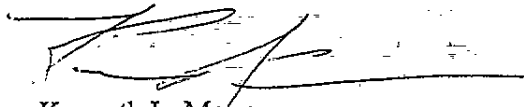
Dear Sirs:

Enclosed please find an original and one copy of Articles of Incorporation, together with Acceptance by Registered Agent for each of the above two corporations, and our firm check in the amount of \$245.00 to cover the following:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Certificate	35.00
Total	\$ 78.75
x 2 filings	\$157.50

If the above is in order, please file and furnish us with a certified copies as soon as possible. If you have any questions, please call us collect immediately. Thank you for your attention to this matter.

Sincerely,

  
Kenneth L. Mann

KLM:jk

Encs

FILED  
99 AUG 20 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8/25/99  
WJN

EFFECTIVE DATE  
8-18-99

ARTICLES OF INCORPORATION  
OF  
THE MAINTENANCE CENTER.COM, INC.

FILED  
99 AUG 20 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is The Maintenance Center.Com, Inc..

ARTICLE II - DURATION

The corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The corporation is organized for the following purposes:

1. To facilitate the identification and promotion of businesses engaged in maintaining multi-unit facilities to owners or managers of these facilities for their mutual benefit.
2. To engage in any other lawful business or businesses as the corporation may deem desirable from time to time.

In furtherance of the foregoing, the general purpose of the corporation includes the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, *Fla. Stat.*.

ARTICLE IV - POWERS

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue 10,000,000 shares of \$.001 par value common stock, which shall be designated "common shares."

ARTICLE VI - PRINCIPAL OFFICE; REGISTERED OFFICE  
AND AGENT; MAILING ADDRESS

The street address of the principal office and initial registered office designated by the corporation is: 105 E. Robinson Street, Suite 540, Orlando, FL 32801, and the name of the initial

registered agent designated by the corporation at this address is: Kenneth L. Mann. The mailing address of the corporation shall be P. O. Box 551, Orlando, FL 32802-0551.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the corporation shall be comprised as follows:

<u>NAME</u>	<u>ADDRESS</u>
Janet H. Mann	641 Manor Road Maitland, FL 32751

The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

**Kenneth L. Mann**  
105 E. Robinson Street, Suite 540  
P. O. Box 551  
Orlando, FL 32802-0551

#### ARTICLE IX - BY-LAWS

The power to adopt, amend or repeal by-laws shall be vested in the Board of Directors, subject to the power of the shareholders to repeal or amend any by-laws adopted by the Board of Directors. The shareholders also reserve the concurrent power to adopt by-laws and to prescribe in any by-laws that such by-laws shall not be amended or repealed by the Board of Directors.

#### ARTICLE X - OFFICERS

The by-laws of the corporation shall provide for certain officers and the duties of all officers and prescribe the time and manner of their election. The initial officers of the corporation shall be:

President/ Secretary/ Treasurer -- Janet H. Mann  
Vice President -- Vacant

Their addresses are set forth in Article VII above.

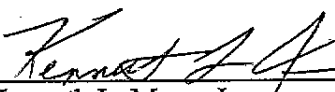
ARTICLE XI - MEETINGS

Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XII - AMENDMENT


The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18<sup>th</sup> day of August, 1999.

  
Kenneth L. Mann, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named above as registered agent for the above referenced corporation, at the place designated in Article VI above, I hereby accept the appointment to act in this capacity, and state that I am familiar with and accept the obligations of a registered agent under §§ 48.091 and 607.0505, Fla. Stat..

  
Kenneth L. Mann, Registered Agent

FILED  
99 AUG 20 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA