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ACCOUNT NO. : 072100000032
REFERENCE : 496396 5021572
AUTHORIZATION :
COST LIMIT : \$ 70.00

Patricia Ryz

ORDER DATE : November 29, 1999
ORDER TIME : 4:04 PM
ORDER NO. : 496396-005
CUSTOMER NO: 5021572

500003056105--9

CUSTOMER: Ms. Jane Walker
GROCOCK & ABRAMSON
GROCOCK & ABRAMSON
Suite 200
126 East Jefferson Street
Orlando, FL 32801

DOMESTIC FILING

NAME: HOMESTATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
99 NOV 29 PM 4:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 29 AM 9:11

JW 11/30/99

ARTICLES OF INCORPORATION
OF
HOMESTATES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 NOV 29 AM 9:11

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporations Act.

ARTICLE I
Name of Corporation

The name of the corporation is:

HOMESTATES, INC.

ARTICLE II
Commencement of Business

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III
Purpose

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

ARTICLE IV
Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of Common Stock, par value \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors, and such consideration may consist of any intangible or tangible property or benefit to the corporation, with a value, in the judgment of the board of directors, deemed appropriate.

ARTICLE V
Term of Existence

This corporation is to exist perpetually.

ARTICLE VI
Principal Place of Business

The initial street address in this state of the principal office of this corporation is 226 Oak Chase Place, Davenport, FL 33837. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Henk Van Dijk	226 Oak Chase Place Davenport, FL 33837

The incorporator of this corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII
Initial Board of Directors

The corporation shall have three (3) directors initially. The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Harvey Heuvel	226 Oak Chase Place Davenport, FL 33837
Henk Van Dijk	226 Oak Chase Place Davenport, FL 33837
Steven F. Guicherit	226 Oak Chase Place Davenport, FL 33837


ARTICLE IX
Initial Registered Office and
Registered Agent

The initial designation of the registered office of this corporation is 126 E. Jefferson Street, Orlando, FL 32801, and the registered agent at this address is J. Bennett Grocock, P.A.

ARTICLE X
Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 23rd day of November, 1999.



Henk Van Dijk, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT

99 NOV 29 AM 9:12

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

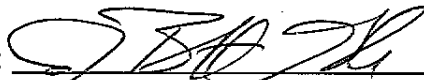
That HOMESTATES, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 126 E. Jefferson Street, Orlando, FL 32801, County of Orange, State of Florida, has named J. Bennett Grocock, P.A., City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

J. BENNETT GROCOCK, P.A.

By:



J. Bennett Grocock, President,
Registered Agent