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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

S.E. ACQUISITION CORP. II

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER**S.E. TOPS OF FLORIDA, INC.**
(a Florida corporation)*with and into***S.E. ACQUISITION CORP. II**
(a Florida corporation)04 FEB -9 PM 4:20
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to §607.1105 of the Florida Business Corporation Act, as amended (the "FBCA"), S.E. Tops of Florida, Inc., a Florida corporation (the "Merging Entity") and S.E. Acquisition Corp. II, a Florida corporation (the "Surviving Entity"), adopt the following Articles of Merger for the purpose of merging the Merging Entity into the Surviving Entity, the latter of which is to survive the merger (the "Merger"):

1. The Merging Entity and the Surviving Entity are both corporations duly organized under the laws of the State of Florida;

2. The Plan of Merger and Stock Purchase Agreement (the "Plan") containing the terms and conditions of the Merger has been entered into and approved by the shareholders of each Merging and Surviving Entity pursuant to §607.1103 of the FBCA, on February 6, 2004. Pursuant to the terms of the Plan, the Surviving Entity has agreed and obligated itself to pay all applicable and outstanding filing fees and franchise taxes of the Merging Entity in the event such are not timely paid. The complete executed Plan is on file at the principal place of business of the Surviving Entity at 5868 Enterprise Parkway, Fort Myers, Florida 33905. The Surviving Entity shall furnish such Plan to any shareholder of the Merging Entity upon written request at no cost;

3. The Merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State;

4. The Articles of Incorporation of the Surviving Entity shall be the Articles of Incorporation following the Merger, and as such, no amendment to the Merging Entity's Articles of Incorporation is required with the Florida Department of State; however, the Surviving Entity is hereby amending its Articles of Incorporation to change its name to "S.E. Tops of Florida, Inc.", immediately upon the effectiveness of the Merger, pursuant to the Articles of Amendment to Articles of Incorporation attached hereto as Exhibit A (the "Name Change");

5. The Merging Entity has 100 shares of common stock, \$1.00 par value per share, outstanding and entitled to vote on the Merger. Each and every share entitled to vote on the approval and adoption of the Merger voted in favor of the Merger, and the terms and performance of the Plan, by unanimous written consent of shareholders dated February 6, 2004;

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6. The Surviving Entity has 100 shares of common stock, \$.01 par value per share, outstanding and entitled to vote on the Merger. Each and every share entitled to vote on the approval and adoption of the Merger voted in favor of the Merger, the terms and performance of the Plan, and the Name Change, by unanimous written consent of shareholders dated February 6, 2004;

7. The Merger, the Plan, and the Name Change have been approved, adopted, and duly authorized by all action required by the laws of the State of Florida, where each of parties was incorporated, and by their respective constituent documents.

[Remainder of page intentionally left blank.]

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of February 6, 2004.

THE SURVIVING ENTITY:

THE MERGING ENTITY:

S.E. ACQUISITION CORP. II

S.E. TOPS OF FLORIDA, INC.

By: 
Rick J. O'Brien, CFO

By: _____
Dale W. Mars, President

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of February 6, 2004.

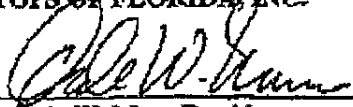
THE SURVIVING ENTITY:

S.E. ACQUISITION CORP. II

By: _____
Rick J. O'Brien, CFO

THE MERGING ENTITY:

S.E. TOPS OF FLORIDA, INC.

By:  _____
Dale W. Mars, President

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PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>S.E. Acquisition Corp. II</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>S.E. Tops of Florida, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

The complete terms and conditions are set forth in that certain Plan of Merger and Stock Purchase Agreement, dated February 6, 2004, by and among the surviving corporation, the merging corporation, and other parties.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The holder of the shares of common stock of the merging corporation shall receive a promissory note of Southern Exposure Holdings, Inc., the parent corporation of the surviving corporation (the "Parent"), and shares of common stock of Home Solutions of America, Inc., the parent corporation of the Parent.

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

The articles of amendment of the surviving corporation are attached hereto as Exhibit A.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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EXHIBIT A

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
S.E. ACQUISITION CORP. II

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**ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
S.E. ACQUISITION CORP. II**

Pursuant to the provisions of section 6.07.1006, Florida Statutes, S.E. Acquisition Corp. II, a Florida Profit Corporation (the "Corporation"), hereby submits to the Florida Department of State for filing these Articles of Amendment to the Articles of Incorporation of the Corporation:

1. The name of the Corporation, prior to the amendment set forth herein, was "S.E. Acquisition Corp. II"
2. Article 1 of the Corporation's Articles of Incorporation is hereby amended by deleting the entire text thereof and by substituting in its place the following:

**"ARTICLE 1
NAME AND ADDRESS**

The name of this corporation shall be S.E. Tops of Florida, Inc. The initial principal business address of the corporation is 5868 Enterprise Parkway, Fort Myers, Florida 33905."

3. The Amendment was adopted by the Written Consent of the sole shareholder of the Corporation on February 6, 2004. The total issued and outstanding shares of the Corporation on such date were 100 shares, all of which shares were entitled to vote on such amendment. All 100 shares of the Corporation were voted "For" the Amendment. No shares were voted "Against" or abstained from voting for the Amendment.
4. The foregoing Amendment does not provide for an exchange, reclassification, or cancellation of issued shares.
5. The foregoing Amendment does not change the amount of stated capital of the Corporation.

IN WITNESS WHEREOF, as the officer duly authorized to execute these Articles of Amendment on behalf of the Corporation, I have set my hand hereto this 6th day of February, 2004.

S.E. ACQUISITION CORP. II

By: 
Rick J. O'Brien
Chief Financial Officer

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