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JOEL M. GAULKIN, P.A.
ATTORNEY AT LAW

August 17, 2001

4627 Ponce de Leon Blvd.
Second Floor
Coral Gables, Florida 33146
Telephone (305) 661-4830
FAX (305) 665-9073

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 23299

Re: MAS KITCHEN & BATH, INC.

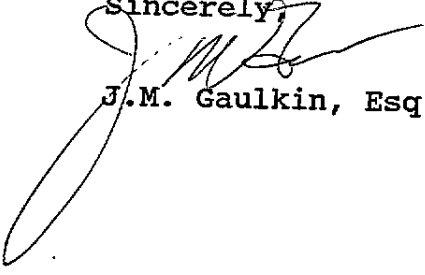
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Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation of MAS KITCHEN & BATH, INC. and a check for \$70.00. Please return a time stamped copy to the undersigned at the address stated above.

If you have any questions whatsoever, please contact me at your earliest convenience.

Sincerely,


J.M. Gaulkin, Esq.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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8/22/01

ARTICLES OF INCORPORATION
OF
MAS KITCHEN & BATH, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MAS KITCHEN & BATH, INC.

The address of the principal office of this corporation shall be P.O. Box 9172 Coral Springs, Florida 33075 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4627 Ponce De Leon Blvd. 2nd Floor, Coral Gables, Florida 33146 and the name of the initial registered agent of the corporation at that address shall be Joel M. Gaulkin, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have (1) director and (2) officers, initially. The name and street address of the initial directors and officers who shall hold office for at least the first year of the corporation, until their successor is elected or appointed are:

Director: Michael Sharf, P.O. Box 9172 Coral Springs, Florida 33075

Officers: Michael Sharf, President, P.O. Box 9172 Coral Springs, Florida 33075

Jeffrey R. Davis, Vice President, P.O. Box 9172 Coral Springs, Florida 33075

ARTICLE VII. INCORPORATOR

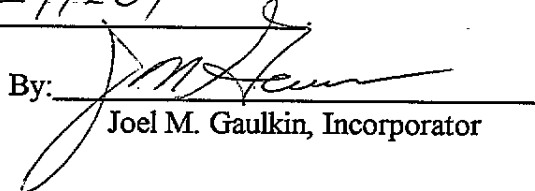
The name and street address of the incorporator to these Articles of Incorporation is:

Joel M. Gaulkin, Esq.
4627 Ponce de Leon Blvd.
Second Floor
Coral Gables, FL 33146

Signed on

8-17-01

By:


Joel M. Gaulkin, Incorporator

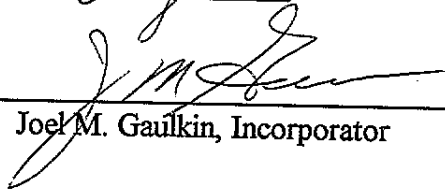
ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
MAS KITCHEN & BATH, INC.

Joel M. Gaulkin, as a sole incorporator, for value received hereby assigns any and all rights
he may have as such incorporator to the following:

Michael Sharf

Dated the 17th day of August, 2001.

By


Joel M. Gaulkin, Incorporator


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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for MAS KITCHEN & BATH, INC. at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

JOEL M. GAULKIN, ESQ.

By: 
JOEL M. GAULKIN, ESQ.

Date: 8-17-01