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March 26, 2002

FILED
02 MAR 29 AM 11:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Incorporation of ARREDARE ENTERPRISES, INC.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for ARREDARE ENTERPRISES, INC., along with our check in the amount of $78.75 for the filing fee.

Please return a stamped copy to our office in the self-addressed envelope that has been provided for your convenience.

Should you have any questions or comments, please do not hesitate to call.

Sincerely yours,

Charles H. Burns

CHB/lt

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

# ARTICLES OF INCORPORATION

OF

ARREDARE ENTERPRISES, INC.

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Chapter 607, of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

## ARTICLE ONE

The name of the corporation shall be:

ARREDARE ENTERPRISES, INC.

## ARTICLE TWO

This Corporation shall exist in perpetuity commencing on the date of the filing of these Articles of Incorporation by the Secretary of State.

## ARTICLE THREE

This corporation is organized for the purpose of engaging in every aspect and phase of the installation of residential and commercial cabinets and counters and furthermore to engage in every transaction of any and all business permitted under the laws of the United States and the State of Florida.

## ARTICLE FOUR

The aggregate number of shares which this corporation is authorized to issue shall be ONE THOUSAND. Such shares shall be of a single class and shall have a par value of ONE DOLLAR per share, which shall be designated "Common Shares".

## ARTICLE FIVE

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors in the resolution authorizing such cash dividends.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE SIX

The name of the initial registered agent of this corporation is FRANK A. TORTORIELLO, JR.

The address of the initial registered office of this corporation is 190 Jones Creek Drive, Jupiter, Florida 33458.

The principal office of the corporation is the same as registered office.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of this corporation shall be one. The number of directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the persons who are to serve as members of the initial Board of Directors is as follows:

FRANK A. TORTORIELLO, JR.
190 Jones Creek Drive
Jupiter, Florida 33458

ARTICLE EIGHT

The name and address of the incorporators are as follows:

FRANK A. TORTORIELLO, JR.
190 Jones Creek Drive
Jupiter, Florida 33458

ARTICLE NINE

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE TEN

The affirmative vote of two-thirds of the shares of this corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles of Incorporation so as to increase or decrease the authorized number of shares, or change the designations, preferences, qualifications, limitations and restrictions; or to merge or consolidate the corporation with or into any other corporation; or to sell, lease, or convey

all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

ARTICLE ELEVEN

This corporation will indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses, judgments, and amounts paid in settlement incurred by him or her in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties.

FRANK A. TORTORIELLO, JR.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 22 day of March, 2002, by FRANK A. TORTORIELLO, JR., in the County and State set forth above, and he is personally known to me or produced a Driver License as identification and did/did not take an oath.

CHARLES H. BURNS
MY COMMISSION # CC 935059
EXPIRES: June 5, 2004
Bonded Thru Notary Public Underwriters

Notary Signature
My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT**

I HEREBY CERTIFY that I am a permanent resident of Palm Beach County, Florida, my address of which is 190 Jones Creek Drive, Jupiter, Florida 33458. I hereby accept the foregoing designation of Registered Agent for ARREDARE ENTERPRISES, INC.

Dated at Jupiter, Palm Beach County, Florida on this 22 day of March, 2002.

FRANK A. TORTORIELLO, JR.

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