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AVERY, WHICHAM, WINESETT

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Fax Number : (850) 205-0381

From:  
Account Name : AVERY, WHICHAM & WINESETT, P.A.  
Account Number : I20010000200  
Phone : (941) 334-7040  
Fax Number : (941) 334-6529  
(239)

FLORIDA PROFIT CORPORATION OR P.A.

THOMAS C. GIBBS CUSTOM CABINETS, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 0       |
| Page Count            | 03      |
| Estimated Charge      | \$78.75 |

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**ARTICLES OF INCORPORATION  
OF  
THOMAS C. GIBBS CUSTOM CABINETS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
(Name and Mailing Address)**

The name of the corporation is THOMAS C. GIBBS CUSTOM CABINETS, INC., and its mailing address is 12141 Clover Drive, Fort Myers, FL 33905.

**ARTICLE II  
(Duration)**

The duration of this corporation is perpetual and its existence shall commence on the date of execution and acknowledgment of these Articles.

**ARTICLE III  
(Purpose)**

The general purposes for which this corporation is organized are to engage in the business of constructing and installing custom cabinets and counters; to sell to the public cabinets, counters, counter tops, ancillary hardware and supplies; to sub-contract with contractors to provide and or install kitchen cabinets and counters; to contract with homeowners to remodel kitchens; to engage in such other activities as are incidental to or connected with the operation of such business; and to transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV  
(Capital Stock)**

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share.

**ARTICLE V  
(Initial Registered Office and Registered Agent)**

The street address of the initial registered office of this corporation is 2248 First Street, Fort Myers, Florida 33901, and the name of the initial registered agent of this corporation at that address is Robert A. Winesett.

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**ARTICLE VI  
(Preemptive Rights)**

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

**ARTICLE VII  
(Initial Board of Directors)**

This corporation shall have two directors initially. The number of Directors may be either increased or diminished from time to time by a majority of the shareholders present in person or by proxy at any annual or special meeting of the shareholders but shall never be less than one director nor more than seven directors. The names and addresses of the initial directors of this corporation are:

Thomas C. Gibbs  
12141 Clover Drive  
Fort Myers, FL 33905

Dorothy A. Gibbs  
12141 Clover Drive  
Fort Myers, FL 33905

**ARTICLE VIII  
(Incorporators)**

The name and address of the person signing these Articles is Robert A. Winesett, Post Office Drawer 610, Fort Myers, Florida 33902.

**ARTICLE IX  
(Bylaws)**

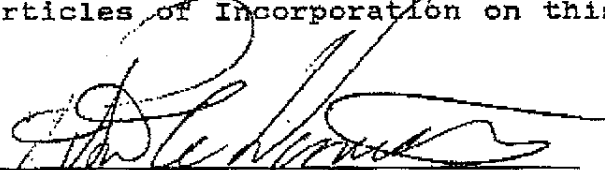
The Bylaws of the corporation shall be adopted, altered, amended or repealed and new Bylaws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any Bylaw adopted by the Shareholders if the Shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the Directors.

**ARTICLE X  
(Amendment)**

This corporation reserves the right, subject to the approval of persons voting not less than a two-thirds majority of the outstanding fully paid and non-assessable shares of the capital stock of the corporation, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 18th day of March, 2004.

  
Robert A. Winesett, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of March, 2004, by Robert A. Winesett, who is personally known ☒ to me or who has produced ☐ as identification.

NOTARY PUBLIC:

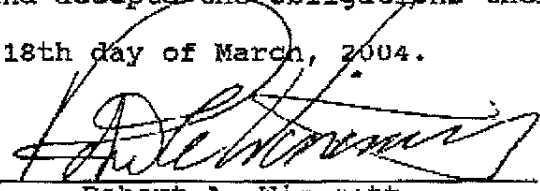


sign   
print Kathleen Fuhrman  
State of Florida at Large (Seal)

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person named as initial registered agent of THOMAS C. GIBBS CUSTOM CABINETS, INC., is familiar with Sections 607.0501, 607.0502, 607.0505 and 607.1508, Florida Statutes, and accepts the obligations thereunder.

EXECUTED this 18th day of March, 2004.

  
Robert A. Winesett

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