

August 25, 1995

Corporate Records Bureau Division of Corporations Department of State P.O. Box 6327 Tallahassee, FL 32301

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of Swisscraft Hardwood Cabinets, Inc., to be registered and certified by your office.

We have also attached to this application, our check in the amount of \$122.50 to cover the following service charges:

Filing Fees \$ 35.00
Certified Copy 52.50
Registered Agent Designation 35.00

Total: \$122.50

Please address your reply to Julio E. Mayorga, C/o Management Accounting & Tax Consultants, Inc., 9261 Seminole Boulevard N., Seminole, FL 34642.

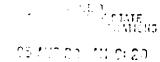
Thank you for your cooperation.

Sincerely,

Julio E. Mayorga Administrative Assistant

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#### ARTICLES OF INCORPORATION

OF

Swisscraft Hardwood Cabinets, Inc.

### ARTICLE 1: NAME

The name of this Corporation is Swisscraft Hardwood Cabinets, Inc., constituted under Chapter 607 Florida Statutes, identified and referred to as the Florida General Corporation Act. The principal place of business of this corporation shall be 3105 Birch Court, Palm Harbor, Florida 34683-7015058.

# ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of the incorporators execution of these articles which has been delivered to the Secretary of State of Florida within five days of acceptance and filing of these Articles by the Secretary of State of Florida.

## ARTICLE 3: PURPOSE

This corporation is organized, and may engage in every aspect of the Woodworking Trade and The Manufacturing of Kitchen Cabinets or any business permitted under the laws of the United States and the State of Florida.

# ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of Internal Revenue Code Section 1244 \$1.00 par value common stock.

## ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3105 Birch Court, Palm Harbor, Florida 34683-7015058, and the name of the initial registered agent of this Corporation is Edgard Bidermann.

## ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of this Corporation are:

Edgar Bidermann

3105 Birch Court Palm Harbor, Florida, 34683

#### ARTICLE 7: INITIAL OFFICERS

The name and address of the initial officer of this Corporation is:

## President. Secretary and Treasurer

Edgar Bidermann

3015 Birch Court Palm Harbor, Florida, 34683

#### ARTICLE 8: INCORPORATOR

The name and address of the person signing these Articles is:

Edgar Bidermann

3015 Birch Court Lane Palm Harbor, FLorida, 34683

# ARTICLE 9: PRE-EMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding, exclusive of treasury shares. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such pre-emptive rights, within thirty days of his receipt of a written notice from this Corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights.

#### ARTICLE 10: CUMULATIVE VOTING

At each election of directors by the shareholders, each shareholder entitled to vote at such election shall have the right to accumulate his or her votes by giving one candidate as many votes as shall equal the number of directors to be elected multiplied by the number shares owned by such shareholder, or by distributing such votes on the same principle among as many candidates as he or she sees fit; provided, however, that written notice shall be given by any shareholder to the President or Vice President of the corporation not less than twenty-four hours before the time fixed for the holding of the meeting for the election of directors that he or she intends to accumulate his or her votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of this corporation.

#### ARTICLE 11: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE 12: BYLAWS

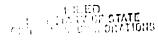
The initial Bylaws shall be adopted by the Roard of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

#### ARTICLE 13: INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

## ARTICLE 14: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.



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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of August, 1995.

> Edgar Bidermann Incorporator

#### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 25Th day of August, 1995.

Edgar Bidermann Registered Agent

STATE OF FLORIDA

ss:

COUNTY OF PINELLAS

The foregoing Articles of Incorporation was acknowledged and sworn to before me this 25th day of August, 1995 by Edgar Bidermann, to me known, and who, did not take an oat.

> lulia Notary Public, FLORIDA.

NOTARY SEAL

JULIO C. MAYORGA Notary Public - State of Florida My comm. e) piros Apr. 28, 1997 Commission No. CC 281176

My Commission expires on