

P96 000044104

PHILIP L. LOGAS, P.A.
34 EAST PINE STREET
ORLANDO, FLORIDA 32801

FAX (407) 488-0838

(407) 849-1855

(800) 468-0903

May 14, 1996

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

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-05/15/96--01115--005
***122.50 122.50

Sent Via Federal Express

Re: Articles of Incorporation
Kitchen Renovations, Inc.

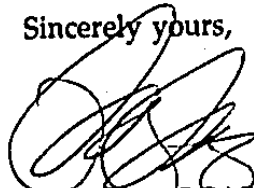
Dear Sir/Madam:

Enclosed please find the following:

1. The original Articles Of Incorporation for Kitchen Renovations, Inc.
2. A copy of the Articles Of Incorporation for Kitchen Renovations, Inc.
3. My Philip L. Logas, P.A. check number 1274 in the amount of \$122.50 for filing of same payable to the Secretary of State.
4. A self addressed return stamped envelope so that you may return the stamped copy to me.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,


PHILIP L. LOGAS

MSB
5/23/96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 15 PM 12:35

FILED

PLL/cc

ARTICLES OF INCORPORATION
OF
KITCHEN RENOVATIONS, INC.

These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities, and liabilities of corporations for profit.

ARTICLE I - NAME

The name of the corporation shall be:

KITCHEN RENOVATIONS, INC.

ARTICLE II - MANAGEMENT BY DIRECTORS

All corporate power which is not reserved to the shareholders by law or otherwise shall be exercised exclusively by or under the authority of the Board of Directors, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall consist of not less than one, nor more than nine, members. A quorum for the holding of a meeting of the Board of Directors and for the transaction of any business which may be properly done by the Board of Directors on behalf of the corporation shall consist of a majority of the members thereof. The Board of Directors shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors, from time to time, deem advisable, and any one or more of said offices may be held by the same person. The annual meeting of the corporation shall be held on such date as is provided in the Bylaws of the corporation, which said Bylaws may be amended at any time in accordance with their provisions.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE III - ACTION BY UNANIMOUS CONSENT

The shareholders or the Board of Directors, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

Until the shareholders elect directors and same have been duly qualified, the business of the corporation shall be managed by an initial Board of Directors consisting of:

WILLIAM CARROLL

MARK A. BOKHART

ARTICLE V - INITIAL OFFICERS

Until the Board of Directors elect officers and same have been duly qualified, the business of the corporation shall be conducted by the following officers:

President/Secretary

WILLIAM CARROLL

Vice President/Treasurer

MARK A. BOKHART

ARTICLE VI - DURATION

The existence of this corporation shall be perpetual.

ARTICLE VII - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including but not limited to any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE VIII - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 20,000.00 shares, each of the par value of One Dollar (\$1.00) all to be issued, fully paid, and exempt from assessment.

The capital stock of the corporation may be paid for in property, labor, or services at a just valuation to be fixed by the Board of Directors at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the Board of Directors of the corporation. Stock in other corporations or going businesses may be purchased by the corporation in consideration for the issuance of capital stock of the corporation, the said purchase shall be on such basis and terms and for such consideration as the Board of Directors shall determine.

ARTICLE IX - MINIMUM CAPITAL

The amount of capital with which this corporation may begin business shall be in the sum of not less than Five Hundred Dollars (\$500.00).

ARTICLE X - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be located at 1233 Audobon Place, Orlando, Florida 32804. This corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other

places within and without the State of Florida, and in foreign countries, as its directors may from time to time authorize.

ARTICLE XII - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other power as it may possess as a matter of law, all without limitation.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permitted by law, including but not limited to indemnification for counsel fees.

ARTICLE XIV - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and the street address of the initial registered office of this corporation are:

*Philip L. Logas
34 E. Pine Street
Orlando, Florida 32801*

ARTICLE XV - AMENDMENT

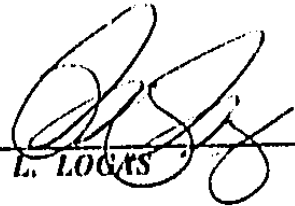
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI - INCORPORATORS

The names and addresses of the persons signing these articles of incorporation is:

*Philip L. Logas
34 E. Pine Street
Orlando, Florida 32801*

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14 day of May,
1996.



PHILIP L. LOGAS (SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

THE FOREGOING INSTRUMENT was acknowledged before me this 14th day of
May, 1996 by Phillip L. Logas. He is personally known to me and did not take an oath.



Notary Public

My Commission expires:

HENRY L. PERLA
Notary Public, State of Florida
My comm. expires Sept. 17, 1996
No. CC 229182

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in Paragraph XIII of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.



PHILIP L. LOGAN
Registered Agent

FILED
96 MAY 15 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PHILIP L. LOGAS, P.A.
34 EAST PINE STREET
ORLANDO, FLORIDA 32801

FAX (407) 425-0536

(407) 849-1888

(407) 849-1888

P96000044104

June 8, 1996

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-06/19/96--01147--010
*****35.00 *****35.00

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

Sent Via Federal Express

Re: Articles of Amendment to Articles of Incorporation
Kitchen Renovations, Inc., Now Known As Carroll's Kitchens, Inc.

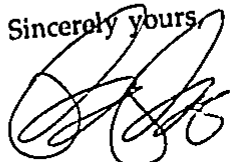
Dear Sir/Madam:

Enclosed please find the Articles of Amendment to the Articles of Incorporation of Kitchen Renovations, Inc. changing the name of said corporation to Carroll's Kitchens, Inc. Also enclosed please find my Philip L. Logas, P.A. check number 1299 in the amount of \$35.00 for the filing of the above mentioned amendment. For your convenience I have included a copy of the Articles of Incorporation which were recently filed.

Please return the stamped Articles of Amendment to me in the enclosed self addressed stamped envelope.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,



PHILIP L. LOGAS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN 19 PM 1:45

APPROVED
AND
FILED

PLL/mds

Handwritten notes: P96000044104, 1299, 6-19-96

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF KITCHEN RENOVATIONS, INC.

The following provisions of the Articles of Incorporation of Kitchen Renovations, Inc., filed in Tallahassee on May 16, 1996, be and are hereby amended as follows:

Article 1, be and is hereby amended to read as follows:

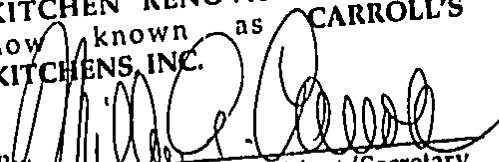
"The name of the Corporation shall be:

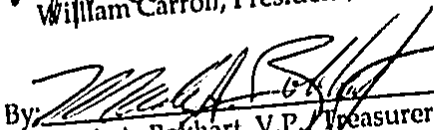
CARROLL'S KITCHENS, INC."

The foregoing amendment was unanimously adopted by the Shareholders of the Corporation on the 14th day of June, 1996.

IN WITNESS WHEREOF, the undersigned officers/shareholders of this Corporation have executed these Articles of Amendment this 14th day of June, 1996.

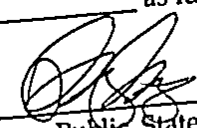
KITCHEN RENOVATIONS, INC.,
now known as CARROLL'S
KITCHENS, INC.

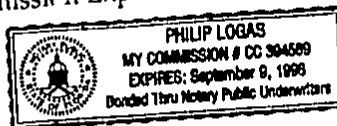
By: 
William Carroll, President/Secretary

By: 
Mark A. Bokhart, V.P./Treasurer

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14th day of June, 1996 by WILLIAM CARROLL, as President and Secretary and MARK A. BOKHART, as Vice President and Treasurer of KITCHEN RENOVATIONS, INC., now known as CARROLL'S KITCHENS, INC., a Florida corporation. They produced Florida Driver's licenses as identification and did not take an oath.


Notary Public, State of Florida
My Commission Expires:



APPROVED
AND
FILED

SS JUN 19 1996
TALLAHASSEE, FLORIDA