

P96000054620

JUNE 10, 1996

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

000001875360
-06/25/96--01127--019
***122.50 ***122.50

RE: THE CABINET DOCTOR, INC.

TO WHOM IT MAY CONCERN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLES OF INCORPORATION, TOGETHER WITH MY CHECK IN THE AMOUNT OF \$122.50.

THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF ARTICLES OF INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

VERY TRULY YOURS,


DEANN GATTENY
REGISTERED AGENT

FILED
96 JUN 24 AM 8:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

68 6/27/96

FILED

ARTICLES OF INCORPORATION

96 JUN 24 AM 8:19

OF

THE CABINET DOCTOR, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED SUBSCRIBER(S) TO THESE ARTICLES OF INCORPORATION, NATURAL PERSON(S) COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS:

THE CABINET DOCTOR, INC.

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO FLORIDA LAW.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE TEN THOUSAND SHARES (10000) OF DOLLAR(S) (\$1) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE PRINCIPAL OFFICE, IF KNOWN, OR THE MAILING ADDRESS OF THE CORPORATION IS:

NAME: DEANN GATTENY

ADDRESS: 18518 VIOLET ROAD

CITY/STATE/ZIP: FT. MYERS, FL 33912

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

NAME: DEANN GATTENY

ADDRESS: 18518 VIOLET ROAD

CITY/STATE/ZIP: FT. MYERS, FL 33912

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE(1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BY LESS THAN ONE (1). THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THE CORPORATION IS AS FOLLOWS:

NAME: DANN F. BYRER

ADDRESS: 4868 21ST PLACE SW

CITY/STATE/ZIP: NAPLES, FL 34116

ARTICLE VII - INCORPORATORS

THE NAME AND ADDRESS OF THE INCORPORATOR SIGNING THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:

NAME: DANN BYRER

ADDRESS: 4868 21ST PLACE SW

CITY/STATE/ZIP: NAPLES, FL 34116

IN WITNESS WHEREOF, IN UNDERSIGNED SUBSCRIBER HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 19 DAY OF JUNE, 1996.

Dann F. Byrer (SEAL)

STATE OF FLORIDA)
COUNTY OF LEE)

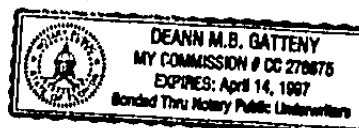
ON 6/19/96 BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED DANN BYRER KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THESE ARTICLES IN INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE AND COUNTY AFORESAID, THIS 19 DAY OF JUNE, 1996.

(NOTARY SEAL)

Deann M.B. Gatteny
(NOTARY PUBLIC, STATE OF FLORIDA)

MY COMMISSION EXPIRES:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT
CERTIFICATE OF REGISTERED AGENT
OF

FILED

96 JUN 24 AM 8:19

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE CABINET DOCTOR, INC.

PURSUANT TO FLORIDA STATUTES SECTIONS 48.091 AND 607.0501, THE
FOLLOWING IS SUBMITTED:

THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE
STATE OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE
ARTICLES OF INCORPORATION

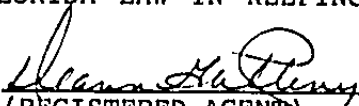
AT 18518 VIOLET ROAD FT. MYERS, FL 33912

HAS NAMED DEANN GATTENY

LOCATED AT THE AFORESAID ADDRESS, AS ITS REGISTERED AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS
FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, AND BEING FAMILIAR WITH THE OBLIGATIONS OF THAT
POSITION, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO
COMPLY WITH THE PROVISIONS OF FLORIDA LAW IN KEEPING OPEN SAID
OFFICE.


(REGISTERED AGENT)