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October 1, 1996

MAILING ADDRESS:  
POST OFFICE DRAWER 2048  
MUSTIS, FLORIDA 32727-2048

LEWIS W. STONE  
SCOTT A. GERKEN  
REDA J. STEWART

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Post Office Box 6327  
Tallahassee, FL 32314

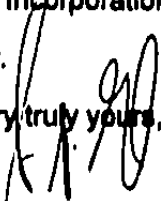
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-10/04/96--01036--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Accurate Cabinets, Inc.

Dear Sir or Madam:

Enclosed please find the original and copy of the Articles of Incorporation for the above-referenced corporation. Also, enclosed is a check in the amount of \$122.50 which represents your filing fee for the Articles of Incorporation, Designation of and Acceptance by Registered Agent and certified copy of Articles of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,  
  
Scott A. Gerken

SAG:cak  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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cf 10/9/96

**ARTICLES OF INCORPORATION**  
**OF**  
**ACCURATE CABINETS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The Undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of the corporation is **ACCURATE CABINETS, INC.**

**ARTICLE II - TERM OF EXISTENCE**

The period of duration of the corporation is perpetual.

**ARTICLE III - NATURE OF BUSINESS**

The purpose for which the corporation is organized is to transact any or all lawful business and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE IV - STOCK**

**Number.** The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock, all of which shall be common shares without par value.

**Initial issue.** One hundred (100) shares of the Capital Stock of the corporation shall be the initial issue.

**Stated capital.** The sum of the issue value of all shares of Capital of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

**Dividends.** The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property, or in shares of the capital stock of the corporation.

**No classes of stock.** The shares of the corporation are not divided into classes.

**No shares in series.** The corporation is not authorized to issue shares in series.

ARTICLE V - ADDRESS

The physical street address in Florida for the principal office of the corporation is 4400 Highway 19A, Mount Dora, Florida 32757. The mailing address of the corporation is Post Office Box 224, Eustis, Florida 32727-0224.

ARTICLE VI - DIRECTORS

The initial board of directors shall consist of two members, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VII - DIRECTORS ADDRESS

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

NAME	ADDRESS
Daniel F. Adney	307 Lillypad Lane Eustis, Florida 32726
Jeannette L. Adney	307 Lillypad Lane Eustis, Florida 32726

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons who are incorporators of this corporation are:

NAME	ADDRESS
Daniel F. Adney	307 Lillypad Lane Eustis, Florida 32726
Jeannette L. Adney	307 Lillypad Lane Eustis, Florida 32726

ARTICLE IX - AMENDMENT OF ARTICLES

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.

ARTICLE X - REGISTERED AGENT

As set forth in the registered agent's written acceptance of appointment, which is delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent for the corporation is **DANIEL F. ADNEY**, 307 Lillypad Lane, Eustis, Florida 32726.

ARTICLE XI - INDEMNIFICATION

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

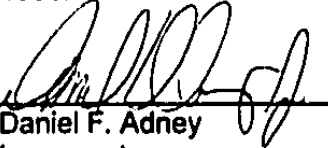
ARTICLE XII - PREEMPTIVE RIGHTS

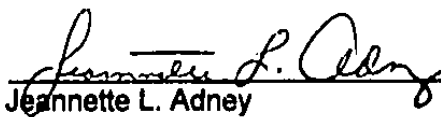
The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

ARTICLE XIII - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors, that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed these articles of incorporation at Mount Dora, Florida on the 1<sup>st</sup> day of Oct., 1996.

  
\_\_\_\_\_  
Daniel F. Adney  
Incorporator

  
\_\_\_\_\_  
Jeannette L. Adney  
Incorporator

STATE OF FLORIDA  
COUNTY OF LAKE

Before me, the undersigned authority, personally appeared **DANIEL F. ADNEY** and **JEANNETTE L. ADNEY**, who produced a Florida Driver's License as identification and who are known to be the persons described in and who subscribed the above articles of

incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Mount Dora in said County and State this 1<sup>st</sup> day of October, 1996.

*Cynthia Ann Kennedy*  
Notary Public

My Commission Expires:



Cynthia Ann Kennedy  
MY COMMISSION # CL 48884 EXPIRES  
September 29, 1999  
BONDED THRU TROY FARM INSURANCE, INC.

#### DESIGNATION OF REGISTERED AGENT

**ACCURATE CABINETS, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Mount Dora, County of Lake, State of Florida, has and does by these presents name **DANIEL F. ADNEY**, located at 307 Lillypad Lane, Eustis, County of Lake, State of Florida, as its registered agent to accept service of process within the state.

*Daniel F. Adney*  
Daniel F. Adney

#### ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the placed designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.

*Daniel F. Adney*  
Daniel F. Adney

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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