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OF COUNSEL
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JOSEPH I. GOLDSTEIN

* BOARD CERTIFIED IN TAXATION AND MASTER OF LAWS IN ESTATE PLANNING
+ ALSO ADMITTED IN MASSACHUSETTS

P97000103191

December 3, 1997

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

100002363971--8
-12/05/97--01021--012
****122.50 ****122.50

EFFECTIVE DATE
12-3-97

Re: SMI CABINETRY, INC.
Effective Date: December 3, 1997

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of the above proposed corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, and return a certified copy to this office.

Also enclosed is a certificate designating place of business or domicile for service of process within this State, naming agent upon whom process may be served.

A check is also enclosed in the total amount of $122.50 to cover the $35.00 filing fee, the $52.50 fee for the certified copy of the Certificate of Incorporation, and the $35.00 fee for designation of registered agent.

Yours very truly,

Ivan M. Lefkowitz

FILED
97 DEC -4 PM 4:09
SECRETARY OF STATE
DIVISION OF CORPORATIONS

IML:ym
Enclosures
cc: Russell Bergin, President

D. BROWN DEC - 8 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -4 PM 4:09

EFFECTIVE DATE
12-3-97

ARTICLES OF INCORPORATION

OF

S M I CABINETRY, INC.

ARTICLE I - NAME

The name of this corporation is S M I CABINETRY, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of $1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT, AND CORPORATE ADDRESS

The street address of the initial registered agent of this corporation shall be:

430 N. Mills Avenue
Orlando, Florida 32803

The name of the initial registered agent of this corporation at that address shall be:

IVAN M. LEFKOWITZ

The street address of the corporate offices shall be:

2715 N. Orange Blossom Trail
Orlando, Florida 32804

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have three (3) directors initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial directors and officers of this corporation are as follows:

Name	Address	Office
RUSSELL BERGIN	2715 N. Orange Blossom Tr. Orlando, Florida 32804	President/ Director
WILLIAM J. BERGIN	2715 N. Orange Blossom Tr. Orlando, Florida 32804	Vice-President/ Secretary/ Director
EILEEN BERGIN	2715 N. Orange Blossom Tr. Orlando, Florida 32804	Treasurer/ Director

ARTICLE VII - INCORPORATOR

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

Name	Address
IVAN M. LEFKOWITZ	430 N. Mills Avenue Orlando, Florida 32803

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3 day of DEC., 1997.

IVAN M. LEFKOWITZ

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -4 PM 4:09

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

S M I CABINETRY, INC.

2. The name and address of the registered agent and office is:

IVAN M. LEFKOWITZ
430 N. Mills Avenue
Orlando, Florida 32803

Date: 12/3, 1997

IVAN M. LEFKOWITZ, Subscriber

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: 12/3, 1997

IVAN M. LEFKOWITZ

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