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07/31/2002 14:44 FAX 305 744 WHITE CASE 1 P
Division of Corporations Page 00

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

LEGACY CABINETS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

02 JUL 31 PM 3:49
TALLAHASSEE, FLORIDA

1520067-0014

ATTN: M. WAGONER

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7/30/2002

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. LEGACY CABINETS, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE

(State or country under the law of which it is incorporated)

3.**63-1112070**

(FBI number, if applicable)

4. October 4, 2000

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1400 WARREN DRIVE MARSHALL, TEXAS 75671

(Current mailing address)

8. ANY LAWFUL ACTIVITY

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: **CHARLES AGNEW**

Office Address: **200 KELLY ROAD, #5**

NICEVILLE, Florida, **32578**

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Charles R. Agnew

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

FL019 - 02/99 C F System Online

FAX AUDIT NO. H02000173993

FAX AUDIT NO. H02000173993

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ROBERT PEARSON, CHIEF OPERATING OFFICER, SECRETARY AND TREASURER

(Typed or printed name and capacity of person signing application)

02 JUL 31 PM 3:50
TALLAHASSEE, FLORIDA

FAX AUDIT NO. H02000173993

DIRECTORS:

Gene Ponder 1400 Warren Drive, Marshall, TX 75671
Robert E. Smith, Jr. 1400 Warren Drive, Marshall, TX 75671
Sami Mnaymneh 1001 Brickell Bay Drive, Suite 2708, Miami, Florida 33131
Rodney Suggs 1400 Warren Drive, Marshall, TX 75671
Brian Schwartz 1001 Brickell Bay Drive, Suite 2708, Miami, Florida 33131
Charles Hanemann 1001 Brickell Bay Drive, Suite 2708, Miami, Florida 33131
Doug Berman 1001 Brickell Bay Drive, Suite 2708, Miami, Florida 33131

OFFICERS:

Gene Ponder	1400 Warren Drive Marshall, TX 75671	Chief Executive Officer
Charles Hanemann	1001 Brickell Bay Drive, Suite 2708 Miami, Florida 33131	Vice President
Robert Pearson	1400 Warren Drive Marshall, TX 75671	Chief Operating Officer, Secretary and Treasurer

Delaware

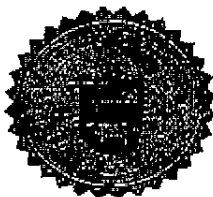
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LEGACY CABINETS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LEGACY CABINETS, INC." WAS INCORPORATED ON THE FOURTH DAY OF OCTOBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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020456120

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1887163

DATE: 07-17-02

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