

**CORPORATE
ACCESS,
INC.**

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Articles

1.) Hallmark Kitchens Inc. II
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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APPROVED
AND
FILED
00 FEB 24 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA CORPORATION
HALLMARK KITCHENS INC. II

ARTICLES OF INCORPORATION

The undersigned hereby make, subscribe and acknowledge these Articles of Incorporation in order to organize and incorporate a business for profit under the laws of the State of Florida Statues, Chapter 607.

ARTICLE I - NAME

The name of the corporation is HALLMARK KITCHENS INC. II

ARTICLE II - NATURE OF BUSINESS

The general nature of the business is sale and install kitchen and bath cabinets for commercial and residential buildings.

ARTICLE III - DURATION & EXISTENCE

The duration of this corporation shall be perpetual. Corporate existence shall commence immediately upon the subscription and acknowledgment herein to be followed by the filing of the Articles of Incorporation to the Department of State within the five days as allowed by Florida Statute 607,167.

ARTICLE IV - CAPITAL

The amount of Capital with which this corporation will begin business shall be not less than Five Hundred Dollars, (\$500.00).

ARTICLE V - ADDRESS

The initial street address in Florida of the principal office is: 78 Uno Lago Drive, Juno Beach, FL 33408.

ARTICLE VI - POWER

The Corporation may engage in any activity or business permitted under the laws of the United States and shall have the general powers enumerated in 607.011 of the Florida General Corporation Act which Section is incorporated by reference as if fully set forth herein.

ARTICLE VII - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 7,500 of par value of one dollar (\$1.00).

ARTICLE VIII - DIRECTORS, OFFICERS AND SUBSCRIBERS

The number of directors constituting the initial board of directors is one, and the name and address of the person to serve as the director until the first annual meeting of the shareholders or until successors are elected or qualified is:

Lynnda Matz
78 Uno Lago Drive
Juno Beach, FL 33408

ARTICLE IX - REGISTERED AGENT

Pursuant to 607.034 Florida Statutes, the undersigned designed designate as its Registered Agent the below to accept service of process: Lynnda Matz

78 Uno Lago Drive
Juno Beach, FL 33408


ARTICLE X - GENERAL

A. Unless otherwise stated in the By-laws, every stockholder who has the right to vote, shall have the right to vote in person or by proxy.

B. Unless otherwise provided in the By-laws, no stockholder shall have a pre-emptive right to purchase his/her pro rata share of new stock.

C. Unless otherwise provided in the By-laws, cumulative voting shall not be permitted.

IN WITNESS WHEREOF, the undersigned being the Incorporator of HALLMARK KITCHENS INC. II Under 607.161 and subscribing to their respective shares of Common Stock \$1.00 par value, have made and subscribed these Articles of Incorporation at Juno Beach, Palm Beach County, Florida, 33408. With the Articles of Incorporation consisting of three pages, this being the second.


Lynnda Matz
78 Uno Lago Drive
Juno Beach, FL 33408

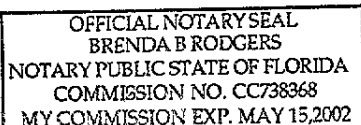
FDL 1320-530-51-166-0

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

SWORN TO AND SUBSCRIBED before me this 23rd day of Feb., 2000.


Notary Public

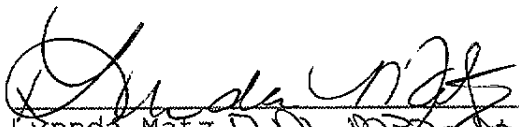
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CERTIFICATE OF REGISTERED AGENT

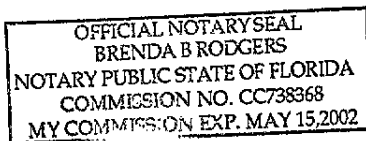
RE: HALLMARK KITCHENS INC. II

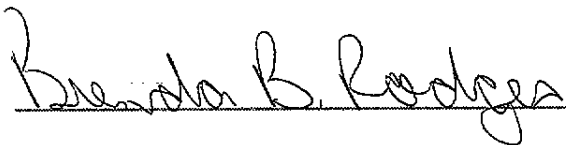
Pursuant to Article IX of the Articles of Incorporation of HALLMARK KITCHENS INC. II and in accordance with Florida Statute 607.034 Registered Agent, the undersigned accepts the appointment as Registered Agent of Said Corporation for service of process and as prescribed by Florida Law.


Lynnda Matz FIDL 173053051-7166-0
78 Uno Lago Drive
Juno Beach, FL 33408

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

SWORN TO AND SUBSCRIBED before me this 23rd day of Feb., 2000.





NOTARY PUBLIC

My commission expires: 5-15-02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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