

PO0000095705

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December 4, 2000

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

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*****35.00 *****35.00

**Re: Amended and Restated Articles of Incorporation
R & S Custom Cabinets and Millwork, Inc.
Our File Number: 4286.002**

Dear Reader:

Enclosed you will find an original and one (1) copy of the Amended and Restated Articles of Incorporation for R & S Custom Cabinets and Millwork, Inc., together with our firm check in the amount of \$35.00 to cover your filing fees.

After you have recorded this document, would you please return a file-stamped copy to my attention in the envelope provided.

If you have any questions, please do not hesitate to contact me directly. Thank you for your attention and consideration.

Very truly yours,

TREISER, KOBZA & LIEBERFARB, CHTD.

Shereen Willens

Shereen Willens, Legal Assistant
For The Firm
e-mail-swillens@tkvnaples.com

/spw
Enclosures

FILED
01 JAN - 2 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

T BROWN JAN - 3 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 14, 2000

SHEREEN WILLENS
TREISER, KOBZA & LIEBERFARB, CHTD.
4001 TAMiami TRAIL NORTH, SUITE 330
NAPLES, FL 34103

SUBJECT: R & S CUSTOM CABINETS AND MILLWORK, INC.
Ref. Number: P00000095705

We have received your document for R & S CUSTOM CABINETS AND MILLWORK, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 600A00062933

RECEIVED
01 JAN -2 AM 8:31
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

R & S CUSTOM CABINETS AND MILLWORK, INC.

FILED
01 JAN -2 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXPLANATORY STATEMENT

THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF R & S CUSTOM CABINETS AND MILLWORK, INC., a Florida corporation (the "Corporation"), are executed and filed in accordance with § 607.1007, Florida Statutes. This is an amendment and restatement of the Articles of Incorporation of R & S Custom Cabinets and Millwork, Inc., a Florida corporation, originally filed with the Florida Department of State on October 11, 2000, and assigned document number P0000095705. The undersigned, being authorized to execute and file these Amended and Restated Articles of Incorporation of R & S Custom Cabinets and Millwork, Inc., hereby certifies that the Articles of Incorporation of R & S Custom Cabinets and Millwork, Inc., a Florida corporation, are amended and restated to state as follows:

ARTICLE ONE

NAME

- 1.01 The name of the Corporation is R & S Custom Cabinets and Millwork, Inc.
- 1.02 Voting by voting groups was not required.
- 1.03 The number of votes cast for the amendment was sufficient for approval.
- 1.04 The Resolutions adopting the Amendment set forth hereinabove were approved by unanimous written consent of the sole Shareholder of the Corporation.

ARTICLE TWO

DURATION

- 2.01 This Corporation shall commence its existence on the date of filing of the Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE THREE

PURPOSE

- 3.01 The purpose of the Corporation is to engage in any activity or business permitted under Section 607.0301 of the Florida Business Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

4.01 The aggregate number of shares that the Corporation has authority to issue is 7,500, all of which shall be common shares without par value.

ARTICLE FIVE

NO PRE-EMPTIVE RIGHTS

5.01 There shall be no pre-emptive rights for any shareholder.

ARTICLE SIX

REGISTERED AND PRINCIPAL OFFICES

6.01 The street address of the initial registered office of the Corporation is 4060 32nd Avenue SW, Naples, Florida 34116 and the name of the initial registered agent at that address is Stuart W. Casper, R & S Custom Cabinets and Millwork, Inc., 4060 32nd Avenue SW, Naples, Florida 34116.

6.02 The street address of the principal office of the Corporation is 4060 32nd Avenue SW, Naples, Florida 34116.

ARTICLE SEVEN

INCORPORATOR

7.01 The name and address of the Incorporator is Stuart W. Casper, 4060 32nd Avenue SW, Naples, Florida 34116.

ARTICLE EIGHT

DIRECTORS

8.01 The business and the affairs of this Corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number and term of the Directors shall be established from time to time according to the procedure provided in the By-Laws. The Corporation shall have two (2) Directors initially, and the name and address of each initial Director is as follows:

Stuart W. Casper
4060 32nd Avenue SW
Naples, Florida 34116

Rhonda Casper
4060 32nd Avenue SW
Naples, Florida 34116

ARTICLE NINE

INCREASING QUORUM OR VOTING REQUIREMENTS FOR SHAREHOLDERS

9.01 The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders. The adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE TEN

RESTRICTIONS ON TRANSFER OF STOCK

10.01 Provisions restricting the transfer of stock may be contained in the bylaws, in any shareholder agreement or buy-sell agreement filed at the Corporation's principal office, or stated on the front or back of any stock certificate, and purchasers of any shares shall be deemed to have notice of such restrictions.

IN WITNESS WHEREOF, I have signed these Amended and Restated Articles of Incorporation and acknowledged them to be my act this 30 day of NOV, 2000.



Stuart W. Casper, President