

P010000010337

CORPORATE START UP "TO DO"

X

File Articles of Incorporation with:

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
904-488-9000

(envelope provided)

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-01/26/01--01163--006

*****78.75 *****78.75

X

Include a check payable for \$78.75 to "Secretary of State" *

X

Purchase Corporate Book (approx. \$60)

*we prepared
& will remit*

File Application for Federal Identification Number (Form SS-4)

Fax to: (678) 530-6156 and indicate a return fax number on the form.

File Form 2553 if electing to be a S-corporation

Internal Revenue Service
Atlanta, GA 39901

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN 26 AM 10:08

FILED

Apply for any county/city occupational licenses (643-8477)

Complete Application for Sale and Use Tax Registration (Form DR-1) (\$5 filing fee)

NAME

Larkin Holmes Barnett, III

ADDRESS

575 E. Elkcam Circle
Marco Island, FL 34145

- \$8.75 is for the first eight- (8) pages. Each additional page is \$1.00, not to exceed a maximum of \$52.50.

**ARTICLES OF INCORPORATION
OF
ISLAND KITCHENS & BATHS, INC.**

FILED
01 JAN 26 AM 10:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation is Island Kitchens & Baths, Inc. The mailing address of the corporation is 575 E. Elkcarn Circle, Marco Island, Florida 34145.

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 575 E. Elkcarn, Marco Island, Florida 34145.

ARTICLE III - COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE VI - SPECIAL PROVISIONS

The corporation hereby makes the IRC 1244 election.

ARTICLE VII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share at the price at which it is offered to others.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 575 E. Elkcarn Circle, Marco Island, Florida 34145, and the name of the initial resident agent of the corporation at that address is Larkin Holmes Barnett, III. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE IX - BOARD OF DIRECTORS

The name and street address of the initial Director who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office until the first annual meeting of shareholders or his successors are elected and have qualified is as follows:

NAME

Larkin Holmes Barnett, III

ADDRESS

575 E. Elkcarn Circle
Marco Island, Fl 34145

ARTICLE X - OFFICERS

The initial officer(s) of the corporation shall be as follows:

Larkin Holmes Barnett, III
Doria Patricia Wooller

President
Vice President, Secretary, Treasurer

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent now or hereafter permitted by law.

ARTICLE XII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE XIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation, is as follows:

NAME

Larkin Holmes Barnett, III

ADDRESS


575 E. Elkcarn Circle
Marco Island, FL 34145

ARTICLE XIV - AMENDMENT OF ARTICLES OF CORPORATION

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned, has executed these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, and does make and file these Articles and does certify that the facts contained herein are true.

BY:

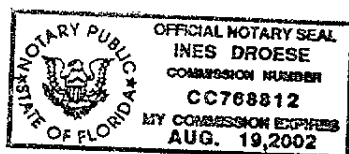

Larkin Holmes Barnett III, President

STATE OF FLORIDA

COUNTY OF COLLIER

Before me, the undersigned Notary Public in and for said State and County, appeared Larkin Holmes Barnett III, the subscribing incorporator to the foregoing Articles of Incorporation, (to me personally known) (or who produced _____ as identification), who stated under oath that he is the person described in and who executed the foregoing Articles of Incorporation and acknowledged and declared that he did make, execute, subscribe, and acknowledge the foregoing Articles of Incorporation as its voluntary act and deed for the purpose of forming a corporate body, pursuant to and under the provisions of the laws of the State of Florida, and the foregoing Articles of Incorporation and that the facts set forth therein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 24th day of January, 2001 in the State and County aforesaid.



Ines Droese
NOTARY PUBLIC

My Commission Expires:

Aug 19, 2002

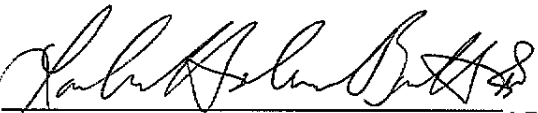
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

First: That ISLAND KITCHENS & BATHS, INC. desiring to organize under the laws of
the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of
Marco, State of Florida, County of Collier, has named Larkin Holmes Barnett, III as its agent to
accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

BY: 
Larkin Holmes Barnett, III, Resident Agent

FILED
01 JAN 26 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA