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R. SCOTT BUNN* **
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*Board Certified Civil Trial Lawyer

*Board Certified Business Litigation Lawyer
By The Florida Bar

**Admitted In Florida And Colorado

January 29, 2001

Honorable Katherine Harris
Secretary of State
Division of Corporations
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

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

Re: Winter Haven Kitchen & Bath, Inc.

Dear Honorable Harris:

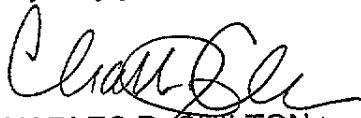
Enclosed herewith for filing are Articles of Incorporation and Resident Agent form for the above-captioned corporation. A copy of the Articles is also enclosed to be certified and returned to this office at your earliest convenience.

Our firm check in the amount of \$78.75 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	8.75
Resident Agent Form	35.00
Total.....	\$ 78.75

Thank you for your kind cooperation in this regard.

Very truly yours,


CHARLES R. CHILTON

CRC/jeb
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 31 AM 10:22

2/1/01

**ARTICLES OF INCORPORATION
OF
WINTER HAVEN KITCHEN & BATH, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 31 AM 10:22

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

WINTER HAVEN KITCHEN & BATH, INC.

The principal place of business and mailing address of this corporation shall be 704 3rd Street, SW, Winter Haven, FL 33880.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of this corporation is 704 3rd Street, SW, Winter Haven, Florida 33880, and the name of the initial registered agent of this corporation at that address is KEVIN R. WARD.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors, initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial members of the Board of Directors is:

KEVIN R. WARD	-	Director/President
704 3 rd Street, SW		
Winter Haven, FL 33880		

JEFFREY SCOTT BARTUCCI	-	Director/Secretary/Treasurer
704 3 rd Street, SW		
Winter Haven, FL 33880		

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

KEVIN R. WARD	-	President
JEFFREY SCOTT BARTUCCI	-	Secretary/Treasurer

ARTICLE VIII - INCORPORATOR

The original Incorporator of this Corporation may sell, exchange, assign or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of this corporation to the transferees or assignees; and in such event, the office and term for

each Director(s) designated in this certificate to be held or exercised as originally named shall thereupon expire and a new election shall be called and held by the transferees for the election of new director(s) to hold office until their successors are elected and qualify thereafter in due course from time to time. The name and street address of the incorporator to these Articles of Incorporation is:

KEVIN R. WARD
704 3rd Street, SW
Winter Haven, Florida 33880

IN WITNESS WHEREOF, the incorporator has hereunto set her hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 26th day of JANUARY, 2001.

Kevin R. Ward
KEVIN R. WARD

STATE OF FLORIDA

COUNTY OF POLK

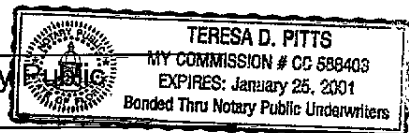
The foregoing was acknowledged before me by KEVIN R. WARD, who is personally known to me and who did not take an oath this 26th day of January, 2001.

Teresa D. Pitts
Notary Public

Print Name of Notary

Commission No.

My Commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 31 AM 10:22

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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

WINTER HAVEN KITCHEN & BATH, INC.
2. The name and address of the registered agent and office is:

KEVIN R. WARD
704 3rd Street, SW
Winter Haven, Florida 33880

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.

Signature: _____

KEVIN R. WARD

Date: _____

1-26-01