

TRANSMITTAL LETTER

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Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-12/10/01--01038--021  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Gilmarsh File Cabinetry, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee  
& Certificate of Status

☐ \$78.75 Filing Fee  
& Certified Copy  
☒ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status  
**ADDITIONAL COPY REQUIRED**

FROM: Brooks C. Miller -- Brooks C. Miller Pa  
Name (Printed or typed)

1690 First Union Financial Center, 200 South Biscayne Blvd.  
Address

Miami, Florida 33131  
City, State & Zip

305-372-0900  
Daytime Telephone number

FILED  
01 DEC 10 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

G. BULLOCK DEC 10 2001

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**Articles Of Incorporation of  
Gilmarsh File Cabinetry, Inc.**

FILED  
01 DEC 10 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles Of Incorporation for such Corporation:

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles Of Incorporation.

**Article I  
Name**

The name of the Corporation is Gilmarsh File Cabinetry, Inc..

**Article II  
Corporate Existence**

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles Of Incorporation with the Florida Department Of State.

**Article III  
Stock**

Section A. Authorized Common Voting Shares. The aggregate number of common voting shares which the Corporation is authorized to issue is 1,000 shares of \$.01 par value common voting stock.

1. Voting Rights and Notice. At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles Of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. Dividends. Except where otherwise provided by law or by these Articles Of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. Liquidation. Except where otherwise provided by law or by these Articles Of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting shares without distinction according to their respective shares.

**Section B. Pre-emptive Rights of Shareholders.** The Corporation elects to have pre-emptive rights applicable to its shares in the manner and to the extent set forth below. The Shareholders of the Corporation shall have the right to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Corporation's Board of Directors to issue them and shall be provided a fair and reasonable opportunity to exercise such right on uniform terms and conditions prescribed by the Board of Directors.

**Section C. First Lien.** The Corporation shall have a first lien upon the shares of any Shareholder for any debt or liability owing by such Shareholder to the Corporation.

**Section D. Transfer of Shares of Indebted Shareholder.** If a Shareholder shall be indebted to the Corporation, the Directors may refuse to consent to a transfer of his or her shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

#### **Article IV** **Principal Office**

The address of the principal office of the Corporation is 371 Commercial Boulevard, Naples, Florida 34104.

#### **Article V** **Registered Agent**

The name and address of the Corporation's Registered Agent is:

Brooks C. Miller  
200 S. Biscayne Blvd. Suite 1690  
Miami, Florida 33131

#### **Article VI** **Incorporator**

The name and address of the Incorporator is:

Brooks C. Miller  
200 S. Biscayne Blvd. Suite 1690  
Miami, Florida 33131

#### **Article VII** **Purpose And Power**

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act. Such purposes shall include, but are not limited to, the design, creation, installation, and repair of fine cabinetry

**Article VIII**  
**No Board Of Directors**

The Corporation shall have no Board of Directors.

**Article IX**  
**Officers**

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and assistant Officers as shall be named by the Board of Directors pursuant to the Bylaws of the Corporation. The initial Officers of the Corporation, who shall serve as such until the first meeting of the Board of Directors or until their successors are elected and shall qualify, are:

<u>Office</u>	<u>Name and Address</u>
President	Gilbert Hernandez 371 Commercial Boulevard Naples, Florida 34104
Secretary	Gilbert Hernandez 371 Commercial Boulevard Naples, Florida 34104

**Article X**  
**Corporate Seal**

This Corporation shall have a corporate seal.

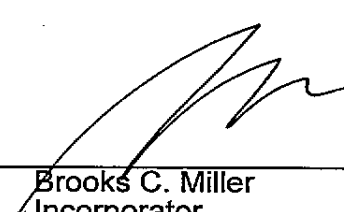
**Article XI**  
**Amendment Of Articles Of Incorporation**

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

**Article XII**  
**Approval Of Compensation**

No salary or other compensation shall be paid to any Officer of the Corporation for services rendered as such Officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held Shareholders' meeting by the record holders of at least 51% of the then-outstanding voting shares of the Corporation.

Dated December 5, 2001.

  
\_\_\_\_\_  
Brooks C. Miller  
Incorporator

**Acceptance**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
December 5, 2001

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01 DEC 10 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA