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Michael A. Shapiro
Law Offices

From
Irwin S. Gars
Of Counsel

March 28, 2002
Via U.S. Mail

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-04/03/02--01036--021
*****78.75 *****78.75

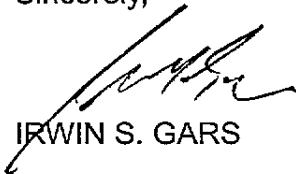
Re: Articles of Organization of International Cabinets and Design, Inc.

Dear Sir or Madam:

Enclosed please find an original and one fully executed Articles of Incorporation of International Cabinets and Design, Inc., together with my check in the sum of \$78.75 in payment of the \$70.00 filing fee and \$8.75 for one certified copy of the Articles to be returned to this office as soon as possible.

Thank you for your cooperation and prompt attention.

Sincerely,


IRWIN S. GARS

Enclosures

dg: cli..Bausell/David/ICAD\Secretary of State.032802

FILED
02 APR -3 AM 11:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dean **GAVE**
AUTHORIZATION BY PHONE TO
CORRECT offer of Dir.
DATE 4-10-02
DOC. EXAM Dan White
Call # (305) 582-7501

D. WHITE APR 10 2002

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ARTICLES OF INCORPORATION
OF
INTERNATIONAL CABINETS AND DESIGN, INC.

FILED
02 APR -3 AM 11:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation is INTERNATIONAL CABINETS AND DESIGN, INC.

ARTICLE II
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$10.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V
TERM

This Corporation shall commence its existence on the date of incorporation and shall exist

perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI
INCORPORATOR AND PRINCIPAL OFFICE ADDRESS

The name and address of the initial Incorporator and Subscriber hereto is as follows:

John Richard Smythers
1085 Golden Kane Drive
Weston, Florida 33327

The principal address and the registered office address of the Corporation is:

John Richard Smythers
1085 Golden Kane Drive
Weston, Florida 33327

ARTICLE VII
INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the Corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows: John Richard Smythers, 1085 Golden Kane Drive, Weston, Florida 33327.

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the Officers of the Corporation. The Officers of the Corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the Corporation.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation and name of the initial registered agent of this Corporation is: John Richard Smythers, 1085 Golden Kane Drive, Weston, Florida 33327.

ARTICLE IX
OFFICERS

The duties of the Officers of the Corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the Corporation until the next election are as follows:

John Richard Smythers President
1085 Golden Kane Drive
Weston, Florida 33327

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of March, 2002.

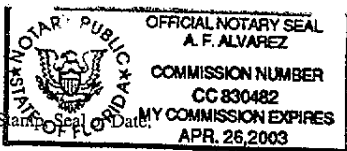
JOHN RICHARD SMYTHERS, Subscriber

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

SS:

PERSONALLY APPEARED before me, a Notary Public authorized to take oaths and acknowledgments in the State and County set forth above, personally appeared JOHN RICHARD SMYTHERS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27 day of March, 2002.



Commission Expiration Stamp

NOTARY PUBLIC - STATE OF FLORIDA
Printed Name: A.F. ALVAREZ

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, to wit: Section 607.034 and 607.037 of the Florida Statutes.

JOHN RICHARD SMYTHERS
as Registered Agent
DATED: 3/27/02

FILED
02 APR -3 AM 11:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA