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Law Offices

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JOHN L. AVERY, JR.

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August 27, 2002

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

RE: Holmes Cabinets, Inc.

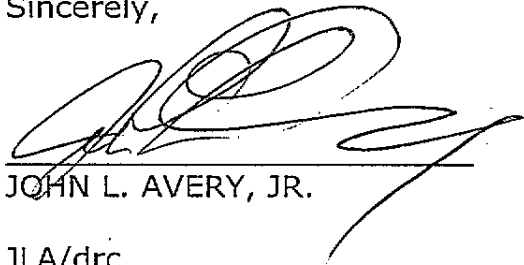
Dear Sir or Madam:

This office represents Linda Holmes, the incorporator of the above-described corporation.

I enclose herewith the Articles of Incorporation, Certificate of Designation for Registered Agent/Registered Office, and filing fee in the amount of \$87.50. Please return a certified copy of the Articles of Incorporation and a Certificate of Status to this office.

Thank you for your cooperation.

Sincerely,



JOHN L. AVERY, JR.

JLA/drc
Enclosures

cc: Ms. Linda Holmes

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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OF

HOLMES CABINETS INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name and address of the corporation is:

HOLMES CABINETS INC.
P. O. Box 5
Okeechobee, Florida 34973

ARTICLE II - PURPOSE

This corporation is organized for the purpose of engaging in and transacting any lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) Shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The registered agent and the street address of the initial registered office of this corporation are: Linda Holmes, Holmes Cabinets, Inc., 9861 Highway 78 West, Okeechobee, Florida 34974.

Said registered agent hereby accepts said designation and agrees to accept service of process within the State of Florida.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be changed from time to time. The initial director of this corporation is:

NAME

ADDRESS

Linda Holmes

9861 Highway 78 West
Okeechobee, Florida 34974

ARTICLE VII - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is: Linda Holmes, P. O. Box 5, Okeechobee, Florida 34973.

ARTICLE VIII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent as provided by law.

ARTICLE IX - MEETINGS BY CONFERENCE TELEPHONE

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE X - INDEMNIFICATION

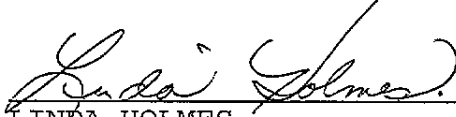
This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any

provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of August, 2002.


LINDA HOLMES
P. O. Box 5
Okeechobee, Florida 34973

STATE OF FLORIDA)
COUNTY OF ~~PALM BEACH~~)
 Okeechobee

I HEREBY CERTIFY that, on this 26th day of August, 2002, before me, the undersigned authority, personally appeared LINDA HOLMES, to me known to be the person of said name described in the foregoing, or who has produced personally known as identification, who did (did not) take an oath, and who acknowledged to me that she executed the foregoing Articles of Incorporation of HOLMES CABINETS INC. as her free and voluntary act and deed for the uses and purposes therein set forth and expressed.

SUBSCRIBED AND SWORN TO before me this 26th day of August, 2002 in the State and County set forth above.


NOTARY PUBLIC, State of Florida
at Large
Printed Name: Ronda Anderson

My Commission Expires: 2-7-06

My Commission Number: DD090124



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

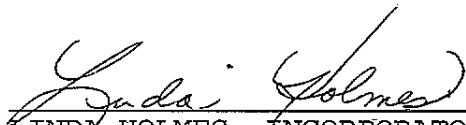
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Pursuant to the Provisions of 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Officer/Registered Agent, in the State of Florida.

1. The name of the corporation is HOLMES CABINETS, INC.
2. The name and address of the Registered Agent and Office is:

LINDA HOLMES
9861 Highway 78 West
Okeechobee, Florida 34974


LINDA HOLMES, INCORPORATOR

DATE: 8-26-02

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in the 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.


LINDA HOLMES, INCORPORATOR

DATE: 8-26-02