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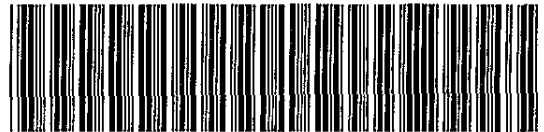
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FBI
TALLAHASSEE, FLORIDA

LAW OFFICES

David A. Eaton, P.A.

JOHN A. CAUTERO
DAVID A. EATON

8801 Ninth Street North
St. Petersburg, Florida
33702-3443

Telephone (727) 521-2211
Facsimile (727) 521-3333

August 12, 2003

VIA UNITED STATES SURFACE MAIL

Corporate Records Bureau
FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS
P. O. Box 6327
Tallahassee, FL 32314

RE: **PARENTEAU'S WOODWORK, INC.;**

Our File No. 2192-03-044

Dear Sir/ Madam:

In connection with the above-referenced corporation which has been recently organized, please find enclosed the original document entitled "ARTICLES OF INCORPORATION OF PARENTEAU'S WOODWORK, INC.," dated JULY 28, 2003. The ARTICLES also include the necessary RESIDENT AGENT DESIGNATION, of even date.

Please find also enclosed our firm check # 261 in the sum of \$78.75, made payable to the FLORIDA DEPARTMENT OF STATE, which shall underwrite your fees for the following services:

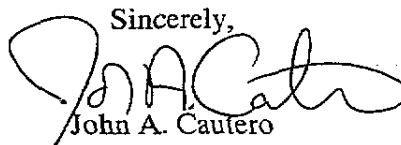
Filing Fee for ARTICLES, per Fla. Stat. §607.0122 (2002)	\$	35.00
REGISTERED AGENT DESIGNATION Fee, per same §		35.00
Certified Copy of ARTICLES, per same §		8.75
Total	\$	78.75

Please proceed to process the documentation enclosed, and thereafter, kindly return to the undersigned the following, at your earliest convenience:

Corporate Records Bureau
FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS
August 11, 2003
Page 2

- (a) LETTER OF ACKNOWLEDGMENT / RECEIPT;
- (b) CERTIFICATE OF STATUS for the herein named corporation; and
- [(c) Certified copy of the ARTICLES OF INCORPORATION] bearing the "date of filing" stamp impressed on the original by the office of the FLORIDA SECRETARY OF STATE.]

If these matters are in need of further order, or any questions arise for any reason, please contact the undersigned immediately.

Sincerely,

John A. Caufero

Enclosures

cc: Edward Parenteau, President (without copy of enclosures)

**ARTICLES OF INCORPORATION
OF
PARENTEAU'S WOODWORK, INC.**

FILED
03 AUG 14 AM 1:43
SEC. STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION of PARENTEAU'S WOODWORK, INC.,
herein subscribed by the undersigned, a natural person, of legal age and competent to contract, who
hereby creates, identifies, and otherwise commences the perpetual existence of an association under
the FLORIDA BUSINESS CORPORATION ACT, Chapter 607 (2002), of the laws of the State of
Florida.

ARTICLE 1.

Name

The name of the corporation shall be:

PARENTEAU'S WOODWORK, INC.

ARTICLE 2.

Term of Existence

This corporation shall have perpetual existence.

ARTICLE 3.

Purpose

The general nature of the business to be transacted by this corporation is:

- (a) to consult and advise in any and all matters concerning the woodworking, cabinetry and hardwood flooring industry.
- (b) to manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description;
- (c) to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries;
- (d) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute mortgages, transfers of corporate assets, or other instruments necessary to secure the payment of corporate indebtedness as required;
- (e) to purchase the corporate assets of any other corporation and engage in the same or other character of business;
- (f) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of (i) the shares of the capital stock of, or (ii) any bonds, securities, or other evidences of indebtedness created by, any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock and to perform and conduct all other business allowed by the laws of the State of Florida;

- (g) the foregoing enumeration of powers shall not be construed to limit or restrict, in any manner, the powers of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida, including, but not limited to, all powers and privileges enumerated and conferred upon corporations generally under Chapter 607 (2002), FLORIDA STATUTES.

ARTICLE 4.

Special Provision

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a "SUBCHAPTER S" corporation.

ARTICLE 5.

Capital Stock

The maximum number of shares of stock that the corporation is authorized to maintain as outstanding on any single instance is 1000 shares of common stock, having a par value of ONE DOLLARS (\$10.00 U.S.) per share. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one (1) vote for each share on all matters on which shareholders have the right to vote.

ARTICLE 6.

Initial Capital

The amount of capital with which the corporation shall commence business shall not be less than the sum of ONE THOUSAND AND 00/100 DOLLARS (\$1000.00 U.S.).

ARTICLE 7.

Initial Corporate Office and Registered Agent/Address

The location of the initial corporate office where the principal business of the corporation shall be conducted, in the State of Florida, shall be:

22087 U.S. Highway 19 North
Clearwater, FL 33765

The initial registered agent and the initial registered office for service of process, of whatever nature, shall be:

EDWARD PARENTEAU
22087 U.S. Highway 19 North
Clearwater, FL 33765

ARTICLE 8.

Initial Board of Directors

The corporation shall have FOUR (4) directors, initially. The number of directors may be increased or decreased from time to time, as authorized under the corporation bylaws adopted by the stockholders, but the number shall never be less than ONE (1).

ARTICLE 9.

Initial Directors

The name and addresses of the initial members of the first board of directors are as follows:

<u>Name</u>	<u>Address</u>
EDWARD PARENTEAU, PRESIDENT	22087 U.S. Highway 19 North Clearwater, FL 33765
KIMBERLY A. PARENTEAU, VICE PRESIDENT	22087 U.S. Highway 19 North Clearwater, FL 33765
JOSEPH ROBERT PARENTEAU, TREASURER	22087 U.S. Highway 19 North Clearwater, FL 33765
YVETTE PARENTEAU, SECRETARY	22087 U.S. Highway 19 North Clearwater, FL 33765

ARTICLE 10.

Cummulative Voting

In any election of directors by the shareholders, each shareholder of record shall have the right to cummmulate his or her shares and to give any single candidate as many votes as the number of directors to be elected multiplied by the number of shares may equal, or, to distribute said shareholder's votes on the same principal among as many candidates as that shareholder may deem fit, provided however, notice shall be given by any shareholder to the president or a vice president of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors where a shareholder intends to cummmulate his or her votes at such election. This right to vote cummulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

ARTICLE 11.**Incorporators and Stock Subscribers**

The name, address, and number of shares subscribed to the Incorporator to the ARTICLES OF INCORPORATION is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
EDWARD PARENTEAU	22087 U.S. Highway 19 North Clearwater, FL 33765	1000

The Incorporator certifies that the proceeds of the stock subscribed will not be less than the amount of capital stock with which the corporation shall begin business as set forth herein.

ARTICLE 12.**Indemnity of Directors and Officers**

Any person(s) made a party to any action, suit or proceeding by reason of the fact that such person(s), such person(s) testator, or intestator, is or was a director, officer or employee of the corporation, or any other corporation who served as such at the request of the within corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with any appearance therein, except in relation to matters where it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of corporate duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director, or employee may be entitled apart from the provisions herein. A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders, or any other

action taken in reliance and good faith upon the financial statements of the corporation represented (a) to be correct by the president of the corporation or the officer having authority over the books of account, or (b) certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall any director be liable if in good faith in determining the amount available for dividends or distribution the said director considers the assets to be of ample value.

ARTICLE 13.

Bylaws and Stockholders Agreement

The stockholders of the corporation shall have the sole power to adopt, amend, or repeal bylaws for the management of the corporation by the board of directors. By stockholders' agreement or bylaws the corporation may restrict the transfer or encumbrance of any or all of the corporation's stock, including, but not limited to, the provisions for the transfer of the stock owned by retiring, disabled, or deceased stockholders, or any stockholder required to sever financial interest in the corporation.

ARTICLE 14.

Amendments to the ARTICLES OF INCORPORATION

The within ARTICLES OF INCORPORATION may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed to the stockholders, and approved at a noticed stockholders' meeting by a three-fourths (75%) majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting an intention that a certain amendment be effectuated to the ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, the within ARTICLES OF INCORPORATION have been executed, acknowledged, and approved by the undersigned Incorporators, created under the laws of the State of Florida, and forthwith submitted to the FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS, on the 28th day of July, 2003.

DATED the 28th day of July, 2003.


EDWARD PARENTEAU, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I accept the appointment as registered agent.

BEFORE THE UNDERSIGNED AUTHORITY the foregoing instrument was acknowledged by Incorporator, EDWARD PARENTEAU, as being forthwith executed freely and voluntarily for the purposes therein expressed before the undersigned Notary Public on the 28th day of July, 2003.

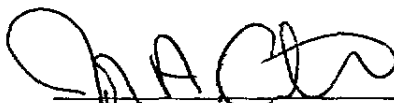
NOTARY PUBLIC, State of Florida at Large

SIGN: 

PRINT: John A. Cauteo

(Check one) Personally known ☒
or Produced Identification _____
Form of I.D. Produced (if any) _____

Notary Commission Expiration Insignia:


John A. Cauteo, Esquire
8801 Ninth Street North
St. Petersburg, Florida 33702-3443
(727) 521-2211
The Florida Bar No. 131636
Attorney for Incorporator

