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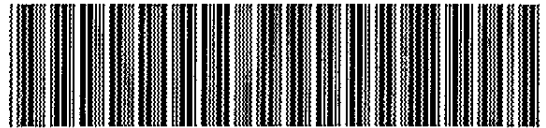
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03 DEC 12 PM 4:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**Quality Custom Closets**  
**15093 Northlake Blvd.**  
**West Palm Beach, FL 33412**  
**Phone: 561-791-7903**  
**Fax: 561-791-9157**

**TRANSMITTAL LETTER**

December 9, 2003

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**SUBJECT: QUALITY CUSTOM CLOSETS**

Enclosed are an original & one (1) copy of the articles of incorporation and a check for \$70.00.

FROM: Tami L. Schalk  
Name (Printed or typed)  
15093 Northlake Blvd.  
Address  
West Palm Beach, FL 33412  
City, State & Zip  
561-791-7903  
Daytime Telephone Number

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ARTICLES OF INCORPORATION  
OF  
QUALITY CUSTOM CLOSETS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation: QUALITY CUSTOM CLOSETS, INC.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

- a. To build and install custom shelving systems, cabinetry and related trim woodwork.
- b. To engage in any other trade or business that can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
- c. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares that this corporation shall have authority to issue is 400 shares of Class-A common voting stock at \$1.00 par value per share. Fully paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

ARTICLES V

These Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

#### ARTICLE VI

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized. This shall be for whatever consideration is contemplated the corporation is to receive, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the re-issuance of all redeemed or otherwise acquired shares, including the re-issuance of treasury shares.

This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class. No issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

#### ARTICLE VII

The street address of this corporation's initial registered office in Florida is 15093 Northlake Boulevard, West Palm Beach, Florida 33412, and the name of the registered agent at that address is TAMI L. SCHALK.

<u>Name</u>	<u>Address</u>
Tami L. Schalk	15093 Northlake Boulevard West Palm Beach, FL 33412

#### ARTICLE IX

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Hernando O. Roca	15093 Northlake Boulevard West Palm Beach, FL 33412
Tami L. Schalk	15093 Northlake Boulevard West Palm Beach, FL 33412

ARTICLE X

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Hernando O. Roca	15093 Northlake Boulevard West Palm Beach, FL 33412
Tami L. Schalk	15093 Northlake Boulevard West Palm Beach, FL 33412

ARTICLE XI – Effective Date

The above is to be effective as of the first day of January 2004.

The above document was executed by the undersigned on December 9, 2003

<u>Hernando O. Roca</u>	Hernando O. Roca
<u>Tami L. Schalk</u>	Tami L. Schalk

STATE OF Florida  
COUNTY OF Palm Beach

BEFORE ME, the undersigned authorities, Hernando Roca and Tami Schalk, to me well known to be the persons described in and who have signed the foregoing. Acknowledged to me, they executed the same freely and voluntarily for the uses and purposes therein expressed. Dated this 10<sup>th</sup> day of December, 2003.

WITNESS my hand and official seal the date aforesaid.

Tanya Rietwyk  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_



Tanya Rietwyk  
Commission # CC 916476  
Expires March 26, 2004  
Bonded Thru  
Bonding Co., Inc.