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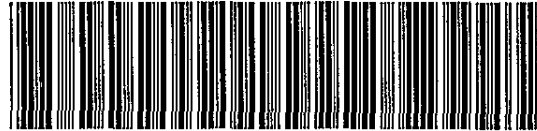
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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January 15, 2004

State of Florida
Department of State
Division of Corporations
Attn: New Filings Section
P.O. Box 6327
Tallahassee, FL 34314

Re: Incorporation of Closets Unlimited Inc.

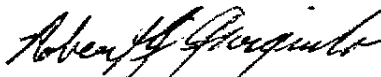
Dear Sir or Madam:

Enclosed is an original and one copy of a certificate of incorporation for filing by your Department. Also enclosed is my check for \$70.00 for filing fees.

Please call me if there is any problem with filing these certificates of incorporation. In addition, any correspondence regarding the filing the certificate of incorporation should be addressed to the undersigned.

Thank you for your cooperation.

Sincerely,



Robert G. Gargiulo

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**Articles of Incorporation
of
Closets Unlimited Inc.**

The undersigned, Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State Of Florida.

Article 1

The name of the Corporation shall be Closets Unlimited Inc.

Article 2

The principal place of business and mailing address of the Corporation is 6146 - A 15th Street East, Bradenton, Florida 34203.

Article 3

The maximum number of shares of stock that this Corporation is authorized to have outstanding is one thousand (1,000) shares of one class of stock with no par value.

Article 4

The Board of Directors may authorize the issuance of all or any portion of the corporation's shares without certificates.

Article 5

The name and address of the initial registered agent is:

Edward P. Mekush
6146 - A 15th Street East
Bradenton, Florida 34203

The Board of Directors may from time to time move the office of the registered agent to any other address in the State of Florida.

Article 6

The name and address of the incorporator to these Articles of Incorporation is:

Edward P. Mekush
6146 - A 15th Street East
Bradenton, Florida 34203

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The general nature of the business to be transacted by this Corporation is the design, manufacture, and installation of organizers for closets and other areas, and perform related services; and, to engage in any and all other business purposes not prohibited by the Laws of the State of Florida.

Article 7

This Corporation shall initially have three (3) directors. The number of Directors may be increased or diminished from time to time according to the by-laws adopted by the Stockholders, but shall never be less than one (1).

Article 8

The name and address of the members of the initial Board of Directors are:

Edward P. Mekush
6146 - A 15th Street East
Bradenton, Florida 34203

Jason Mekush
6146 - A 15th Street East
Bradenton, Florida 34203

Dan Benzing
6146 - A 15th Street East
Bradenton, Florida 34203

Article 9

Every amendment must be approved by the Board of Directors, proposed by the Board of Directors to the stockholders, and at a stockholders' meeting approved by a seventy five percent of stockholders entitled to vote thereon unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article 10

All shares of stock of the corporation except treasury stock are restricted as follows: Before any shares of stock in the corporation can be sold, transferred, including transfers upon the death of the shareholder, the shares must be first offered for sale to the corporation at their market value. The corporation shall have 10 business days in which to purchase the stock. If the stock is not purchased by the corporation, the stock must be offered for sale to the other shareholders at market value for a period of 10 business days. Upon the expiration of the offer of sale of the stock to the shareholders, the shares of stock may be sold or transferred to other parties, however this restriction will apply to subsequent transfers of the stock. The market

value for the purposes of this article shall be seventy five percent of the net income for one year. Net income is defined as gross income less expenses.

Article 11

This Corporation elects not to be governed by the provisions of Florida Statute 607.0901 dealing with affiliated transactions.

Edward P. Mekush

Edward P. Mekush
Incorporator

State of Florida)
County of Manatee)

On the 15 day of January, 2004, before me personally appeared Edward P. Mekush, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged that he executed the same freely and voluntarily for the purposes therein contained. He is personally known to me or ~~has produced~~ _____ as identification and ~~did~~ (did not) take an oath.

Robert G. Gargiulo



ACCEPTANCE BY REGISTER AGENT

Have been named as registered agent and designated to accept service of process for the above corporation, 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.

Date: 1-15-04

Edward P. Mekush

Edward P. Mekush