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TALLAHASSEE, FLORIDA

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3/20/04

WARREN A. BISHOP
ATTORNEY AND COUNSELLOR AT LAW

2241 SWOOPE DR.
NEW SMYRNA BEACH
FLORIDA 32168
(904) 428-8895

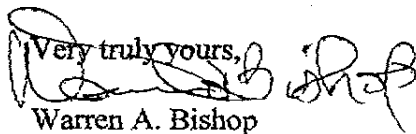
March 12,
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Phillip Cope, Inc.

Enclosed herewith please find the following:

1. Original Articles of Incorporation and one copy.
2. My check in the amount of \$87.50, which represents the Filing Fee, Certified Copy, and Certificate of Status regarding the above Corporation.

When the Articles have been filed, please return the duplicate copy to me together with the Certificate.

Very truly yours,

Warren A. Bishop

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04 MAR 17 AM 10:26

ARTICLES OF INCORPORATION CLERK OF STATE
TALLAHASSEE, FLORIDA

OF

PHILLIP COPE, INC.

The undersigned, subscribers to the Articles of incorporation, each a natural person competent to contract, do hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I NAME OF CORPORATION

The Name of the corporation is: **Phillip Cope, Inc.**

ARTICLE II PRINCIPAL OFFICE OF CORPORATION

The street address of the registered office of the corporation is:
1649 Brentlawn Street, Deltona, Florida 32725

ARTICLE III NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation is hereinafter set forth, however, the enumeration of said powers, objects, and purposes of the Corporation shall not be deemed to exclude by inference any powers, objects, or purposes empowered under the Corporation Laws of the State of Florida.

A. To construct, fabricate, assemble, remodel and build cabinets and devices of every nature and type. To make the foregoing out of wood, metal, plastic and all synthetic materials available and adaptable in such endeavors. To install any of the above items in aircraft, water craft, recreation vehicles and buildings of all types.

B. To install and generally deal with ceramic tile, synthetic tile and tile of every nature and kind.

C. To buy, sell, import, export and generally deal with wood, wood products, plastics, aluminum, steel, concrete and all types of synthetic materials needed in the futherance of the corporate business.

D. To perform and sub-contract all types of installation and repair, design or refurbishment involved in the above purposes.

E. To buy, sell, rent, lease and exchange and develop all types of real property. To manage and maintain all types of property and to subdivide and plat property.

F. To lend money secured by mortgage or other security or without security itself, or on a commission basis for others. To borrow money for the purpose of investment, or any other purposes of the Corporation. To issue bonds, debenture stock, notes or other obligations therefore and to secure the same by pledging or mortgaging the whole or any part of the real estate or personal property of the Corporation, or to issue bonds, notes, debentures or other obligations without any such security. To accept and execute any and all agencies with respect to investment of money, the sale of real and/or personal property and the collection and receipt of the proceeds and/or the income therefrom. To buy and sell negotiable paper, to execute deeds, mortgages, contracts, and other such instruments as may be necessary for carrying out the business of the Corporation.

G. To guarantee or become surety with respect to any note, bonds, debentures, stocks, or other securities and/or obligations now or hereafter issued by any person, firms, associations, or corporations, and to guarantee or become surety with respect to such securities.

H. To hold, purchase, sell, transfer, exchange or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time, and to such extent and in such manner and upon such terms as its Board of Directors shall determine, provided that this Corporation shall not use any of its funds or property when such would cause any impairment of the capital of this Corporation.

I. To organize and cause to be organized under the Laws of the State of Florida, or any other State, District, Province or government, a corporation or corporations for the purpose of accomplishing any or all of the objects for which this Corporation is organized and to dissolve, wind up, liquidate, merge, or consolidate any such organization or corporation or cause the same to be dissolved, liquidated, wound up, merged or consolidated.

J. No contract or other transaction entered into by the corporation shall be affected by the fact that a Director of the Corporation is in any way interested in, or connected with any party to such contract or transaction, provided such contract or transaction shall be approved by a majority of the Board of Directors, authorizing and confirming said contract or transaction.

K. The Corporation shall have the authority to insure the life of any officer or officers whose particular association is especially beneficial to the Corporation and whose death may cause certain hardship and loss of earning power. The premium on such insurance shall be paid by the Corporation.

ARTICE IV. CAPITAL STOCK

The maximum number of shares of the Corporation is authorized to issue is five hundred shares, all of which shall be Common Shares, which shares shall have a par value of one dollar (\$1.00), per share. The whole or any part of said capital stock of the Corporation being payable in lawful money of the United States of America, or in property, labor, or services at a value to be fixed by the Directors of the Corporation. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V. INITIAL OFFICERS AND/OR DIRECTORS

Phillip Cope, President, Treasurer and Director
1649 Brentlawn Street, Deltona, Florida 32725
Stacy M. Cope, Secretary and Director
1649 Brentlawn Street, Deltona, Florida 32725

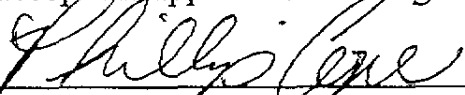
ARTICLE VI REGISTERED AGENT

Phillip Cope
1649 Brentlawn Street, Deltona, Florida 32725

ARTICLE VII INCORPORATOR

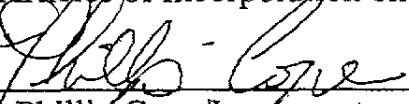
Philip Cope
1649 Brentlawn Street, Deltona, Florida 32725

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Phillip Cope/Registered Agent

3/11/2004
Date

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this ____ day of March, 2004.


Phillip Cope/Incorporator

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STATE OF FLORIDA
TALLAHASSEE