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June 15, 2004

Via Federal Express

Florida Dept of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

Re: R&B Grove Florida Cabinetry, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of R&B Grove Florida.Cabinetry, Inc., together with this firm's check for \$70.00 for the filing fee and designation of registered agent fee.

Please send evidence of the filing to my attention at the above Baltimore address. If you have any questions, please call me at 410-347-9481.

Sincerely yours,

M. Clothilde Dufour Legal Assistant

Enclosures

cc: Thomas P. Kimmitt, Jr., Esq.

ARTICLES OF INCORPORATION OF R&B GROVE FLORIDA CABINETRY, INC.

<u>FIRST</u>: The name of the corporation (the "Corporation") shall be

R&B GROVE FLORIDA CABINETRY, INC.



SECOND: The address of the Corporation's principal office in the State of Florida is 4150 Dow Road, Unit 101, Melbourne, Florida 32934. The name and street address of the registered agent are Maria del Pila Jimenez, 4150 Dow Road, Unit 101, Melbourne, Florida 32934.

THIRD: The purposes for which the Corporation is formed are:

- (a) To engage in the business of general construction as a general contractor or subcontractor and the manufacture and installation of millwork and case work;
- (b) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession or cooperation with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, in the carrying on of any business which the Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the Corporation;
- (c) To carry on the business described above and any other related or unrelated business and activity in the State of Florida, in any other state, territory, district, or dependency of the United States, or in any foreign country; and
- (d) To do anything permitted by the Florida Statutes Annotated, as amended from time to time.

<u>FOURTH</u>: The total number of shares which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of common stock, with a par value of \$0.01 per share, and having an aggregate par value of \$1,000.00.

FIFTH: The name and mailing address of the incorporator is as follows:

Thomas P. Kimmitt, Jr., Esquire Whiteford, Taylor & Preston L.L.P. 210 West Pennsylvania Avenue Towson, Maryland 21204

<u>SIXTH</u>: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the Bylaws of the Corporation.

<u>SEVENTH</u>: The names and the mailing addresses of the person who is to serve as the director of the Corporation until the first annual meeting of stockholders or until his successors are elected and qualify are as follows:

Ralph B. Grove, Jr. 3439 Orlando Avenue Baltimore, Maryland 21234

<u>EIGHTH</u>: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors shall have the power, in the manner provided in the Bylaws of the Corporation, to make, amend, change, add to or repeal the Bylaws of the Corporation.

<u>NINTH</u>: No Stockholder of the Corporation shall have any preferential or preemptive right to acquire additional shares of stock of the Corporation except to the extent that, and on such terms as, the Board of Directors from time to time may determine.

<u>TENTH</u>: In carrying on its business, or for the purpose of attaining or furthering any of its objects, the Corporation shall have all of the rights, powers, and privileges granted to corporations by the laws of the State of Florida, as well as the power to do any and all acts and things that a natural person or partnership could do, as now or hereafter authorized by law, either alone or in partnership or conjunction with others. In furtherance and not in limitation of the powers conferred by statute, the powers of the Corporation and of its Directors and Stockholders shall include the following:

(a) The Corporation reserves the right to adopt from time to time any amendment to its Charter, as now or hereafter authorized by law, including any amendment that alters the contract rights, as expressly set forth in the Charter, of any outstanding stock.

(b) Except as otherwise provided in the Charter or Bylaws of the Corporation, as from time to time amended, the business of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have and may exercise all of the rights, powers, and privileges of the Corporation, except only for those that are by law or by the Charter or Bylaws of the Corporation conferred upon or reserved to the Stockholders.

<u>ELEVENTH</u>: The Corporation shall indemnify to the full extent permitted by, and in the manner permissible under, the laws of the State of Florida, any person made or threatened to be made, a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he is or was a director or officer of the Corporation or served any other enterprise as a director or officer at the request of the Corporation and such right of indemnification shall also be applicable to the executors, administrators and other similar legal representative of any such director or officer. The foregoing provisions of this Article <u>ELEVENTH</u> shall be deemed to be a contract between the Corporation and each director and officer who serves in such capacity at any time while this Article ELEVENTH is in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought based in whole or in part upon any such state of facts. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any director or officer or his legal representative may be entitled apart from the provisions of this Article ELEVENTH.

<u>TWELFTH</u>: No member of the Board of Directors of the Corporation shall be personally liable to the Corporation, or to any of the stockholders of the Corporation, for monetary damages for any breach of any fiduciary duty owed by such Director to the Corporation, or to any of its stockholders; provided, however, that nothing contained in this Article <u>TWELFTH</u> shall eliminate or limit the personal liability of a Director (1) for any breach of the Director's duty of loyalty of the Corporation or its stockholders; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) under applicable provisions of the Florida Statutes Annotated of the State of Florida; or (4) for any transaction from which the Director derived an improper personal benefit.

SEAL)

Thomas P. Kimmitt

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501(3) F.S.: MARIA DEL PILA JIMENEZ IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

Dated: Ine , 2004

IARIA DEL PILA-HMENEZ

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