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SPIEGEL & U	N. N.
(Requestor	·
1840 SOUTHWEST 22	STREET, 4TH FLOOR
MIAMI, FL 33145	5 - (305) 854-6000 OFFICE USE ONLY
CORPORATION NAME(S) &	& DOCUMENT NUMBER(S) (if known):
1. KRAFTY CABINETS	
(Corporation Name)	(Document #)
Mail out Will	
NEW FILINGS	AMENDMENTS
Profit NonProfit	Amendment  Resignation of R.A., Officer/Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger
OTHER FILINGS	REGISTRATION/ QUALIFICATION
Annual Report	Foreign
Fictitious Name	Limited Partnership
Name Reservation	Reinstatement
	Trademark
	Other
	Examiner's Initials





#### FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

August 2, 2005

SPIEGEL & UTRERA PA

SUBJECT: KITCHEN CONCEPTS INC.

Ref. Number: W05000036486

We have received your document for KITCHEN CONCEPTS INC. and your check(s) totaling \$1680.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

#### Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P02000112161 (KITCHEN CONCEPTS, INC.).

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filings Section

Letter Number: 805A00049840

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#### ARTICLES OF INCORPORATION

FILED

OF

2005 AUG 10 PM 2: 28

SECRETARY OF STATE TALLAHASSEE, FLORIDA

#### KRAFTY CABINETS INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

#### **ARTICLE 1 - NAME**

The name of the Corporation is **KRAFTY CABINETS INC.**, (hereinafter, "Corporation").

#### **ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 440 15th Lane Southwest, Vero Beach, Florida 32962 and the mailing address is the same.

#### **ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez 1840 Southwest 22 Street, 4th Floor Miami, Florida 33145

#### ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:

Scott Kennedy

Secretary:

Danial Railey

Treasurer:

Danial Railey

whose addresses shall be the same as the principal office of the Corporation.



## ARTICLE 6 - DIRECTORIS

The Director(s) of the Corporation shall be:

Scott Kennedy Danial Railey

Whose addresses shall be the same as the principal office of the Corporation.

The maximum number of shares that this Corporation is authorized to the maximum number of shares that this Corporation is authorized to the maximum number of shares that this Corporation is authorized to the maximum number of shares that this Corporation is authorized to the maximum number of shares that this Corporation is authorized to the maximum number of shares that this Corporation is authorized to the maximum number of shares that this Corporation is authorized to the maximum number of shares that this Corporation is authorized to the maximum number of shares that this Corporation is authorized to the maximum number of shares that the number of shares of common shares of 7.1 The maximum number of shares that this Corporation is authorized to the thing of the thing of the thing time is TEN THOUSAND (10,000) shares of common stock, the time is TEN THOUSAND (10 All holders of shares of common shares shall be entitled to have unlimited shall be and the holders of common shares shall be entitled to have unlimited and the holders of common shares shall be entitled to have unlimited 7.2 All holders of shares of common stock shall be identical with each other of shares of common shares shall be entitled to have unlimited shares of common shares shall be each share on all matters of common one vote for each share on all matters of one vote for each share on all shares and be entitled to one vote for each share on all shares and be entitled to one vote for each share on all shares and be entitled to one vote for each share on all shares and be entitled to one vote for each share on all shares and be entitled to one vote for each share on all shares and be entitled to one vote for each share on all shares and be entitled to one vote for each share on all shares and be entitled to one vote for each share on all shares and be entitled to one vote for each share on all shares and the notes. the par value of ONE CENT (\$.01). in every respect and the holders of common shares shall be entitled to have unlimited share on all matters or each share on all shares and be entitled to one vote for each share on all shares and be right to vote.

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Which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of shares of the net assets of the Corporation.

Corporation, shall be entitled to receive the net assets. No holder of shares of stock of any class shall have any preemptive

7.4 No holder of shares of stock of any class shall have any preemptive of shares of any class, or any bore of shares of any class, or any class of any class, or any bore of any class shall have any preemptive to share of any class shall have any preemptive to share of any class shall have any preemptive to share of any class shall have any preemptive to share of any class of any class of any class. to subscribe to or purchase any additional shares of any class, or any Dir. convertible securities of any nature; provided, however, that the Board of any class, contentible securities of any nature of shares of stock of any class, contentible securities the issuance of shares. convertible securities of any nature; provided, however, that the Board of Director(s) may deem advisable in connermay, in authorizing the Board of Director(s) may deem advisable in connermay, in authorizing the Board of Director(s) may deem advisable in connermay, in authorizing the Board of Director(s) may deem advisable in connermay, in authorizing the Board of Director(s) may deem advisable in connermay, in authorizing the Board of Director(s) may deem advisable in connermay, in authorizing the Board of Director(s) may deem advisable in connermay, in authorizing the Board of Director(s) may deem advisable in connermay, in authorizing the Board of Director(s) may deem advisable in connermay. may, in authorizing the issuance of shares of stock of any class, corner preemptive right that the Board of Director(s) may deem advisable in conner preemptive right that the Board of Director(s) may deem advisable in conner preemptive right that the Board of Director(s) may deem advisable in conner preemptive right that the Board of Director(s) may deem advisable in conner preemptive right that the Board of Director(s) may deem advisable in conner preemptive right that the Board of Director(s) may deem advisable in conner preemptive right that the Board of Director(s) may deem advisable in conner preemptive right that the Board of Director(s) may deem advisable in conner preemptive right that the Board of Director(s) may deem advisable in conner preemptive right that the Board of Director(s) may deem advisable in conner preemptive right that the Board of Director(s) may deem advisable in conner preemptive right that the Board of Director(s) may deem advisable in conner preemptive right that the Board of Director(s) may deem advisable in conner preemptive right that the Board of Director(s) may deem advisable in conner preemptive right that the Board of Director(s) may deem advisable in conner preemptive right that the Board of Director(s) may deem advisable in conner preemptive right that the Board of Director(s) may deem advisable right that the Board of Director(s) may deem advisable right that the Board of Director(s) may deem advisable right that the Board of Director(s) may deem advisable right that the Board of Director(s) may deem advisable right that the Board of Director(s) may deem advisable right that the Board of Director(s) may deem advisable right that the Board of Director(s) may deem advisable right that the Board of Director(s) may deem advisable right that the Board of Director(s) may deem advisable right that the Board of Director(s) may deem advisable right that the Board of Director(s) may deem advisable right that the Board of Director(s) may deem advisable right that the Board of Directo

The Board of Director(s) of the Corporation may authorize such issuance.

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The Board of Director(s) of the Corporation may, by bylaws of the Corporation.

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stock.



#### ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Scott Kennedy Danial Railey

whose addresses shall be the same as the principal office of the Corporation.

#### ARTICLE 7 - CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND** (10,000) shares of common stock, each share having the par value of **ONE CENT** (\$.01).
- 7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



#### ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145.

#### **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this

Elsie Sanchez, Incorporator

### ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A.

Natalia Utrera, Vice President