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TALLAHASSEE, FLORIDA

5/19/06



CORPORATION SERVICE COMPANY

file 2<sup>nd</sup>

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ACCOUNT NO. : 072100000032

REFERENCE : 083824 4313369

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 4, 2006

ORDER TIME : 10:37 AM

ORDER NO. : 083824-005

CUSTOMER NO: 4313369

DOMESTIC FILING

NAME: REGAL KITCHENS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper - EXT. 2948

EXAMINER'S INITIALS: \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 18, 2006

**VIA FACSIMILE AND FIRST CLASS MAIL.**

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Regul Kitchens - Consent to Use of Similar Name

To Whom it May Concern:

The undersigned limited liability company hereby consents to the use of the name "Regal Kitchens, Inc." to be used by a corporation to be formed pursuant to the Florida Business Corporation Act.

Very truly yours,

REGAL KITCHENS, LLC

By:

G.R.S. Scraphim, Manager



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 5, 2006

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: REGAL KITCHENS, INC.  
Ref. Number: W06000021025

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for REGAL KITCHENS, INC. and your check(s) totaling \$78.75. 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.**

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) 245-6973.

Claretha Golden  
Document Specialist  
New Filing Section

Letter Number: 606A00032040

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06 MAY 18 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**REGAL KITCHENS, INC.**

**FILED**

**06 MAY 18 PM 3:05**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is Regal Kitchens, Inc.

SECOND: The principal office and mailing address of the Corporation is 708 Third Avenue, Suite 2101, New York, New York 10017.

THIRD: The number of shares that the Corporation is authorized to issue is One Hundred (100) shares, all of which are of a par value of \$0.001 per share, and all of which are of the same class and are Common shares.

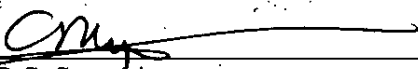
FOURTH: The name of the initial registered agent of the Corporation is Corporation Service Company, which has an address in the State of Florida of 1201 Hays Street, Tallahassee, Florida 32301.

The written acceptance of said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth below following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator of the Corporation is G.R.S. Seraphim, 708 Third Avenue, Suite 2101, New York, New York 10017.

SIXTH: The purpose for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act. The Corporation shall have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

Signed on the 2<sup>nd</sup> day of May, 2006.

  
\_\_\_\_\_  
G.R.S. Seraphim  
Incorporator

### ACCEPTANCE OF REGISTERED AGENT APPOINTMENT:

Having been named as the registered agent of the Corporation, and to accept service of process for the Corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

#### CORPORATION SERVICE COMPANY

By: Carol Dolor  
Name: Carol Dolor  
Title: Asst Vice President  
Date: May 2, 2006

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06 MAY 18 PM 3:05  
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TALLAHASSEE, FLORIDA