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TALLAHASSEE, FLORIDA

ALLENDER



ALLENDER

Jerry W. Allender, Esq.
jallender@allenderlaw.com

Steven C. Allender, Esq.
sallender@allenderlaw.com

April 3, 2008

Via Federal Express

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

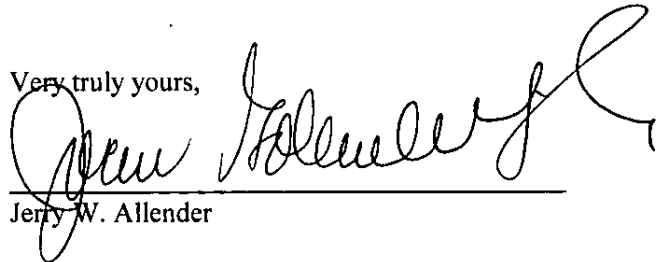
RE: Cabinets Plus & Design, Inc.

Gentlemen:

The enclosed Certificate of Conversion and Articles of Incorporation are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S. Also enclosed is my check in the amount of \$122.50 for the filing fees, certified copy and Certificate of Status.

Please return the certified copy to the undersigned in the enclosed Federal Express envelope using the enclosed airbill.

Very truly yours,



Jerry W. Allender

JWA:jg
Enclosures

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Please address correspondence to:

719 Garden St., Titusville, FL 32796 • tel (321) 269-1511 • fx (321) 264-7676 • www.allenderlaw.com

A LAW FIRM PLANNING FOR YOUR TOMORROW . . . TODAY

**Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation**

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity" into a Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

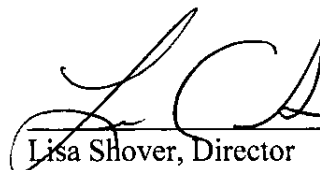
CABINETS PLUS & DESIGN, LLC

2. The "Other Business Entity" is a **limited liability company** first organized, formed or incorporated under the laws of Florida on **March 20, 2008**.
3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated: **N/A**.
4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

CABINETS PLUS & DESIGN, INC.

5. If not effective on the date of filing, enter the effective date: **March 20, 2008**

Signed this 3rd day of April, 2008.



Lisa Shover, Director

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ARTICLES OF INCORPORATION
OF
CABINETS PLUS & DESIGN, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.
NAME

The name of this corporation is: **CABINETS PLUS & DESIGN, INC.**

ARTICLE II.
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(a) To engage in the business of preparing, processing and otherwise manufacturing and purchasing, trading, and dealing in, for resale, or otherwise, cabinets, cabinet products made of wood or any other material, cabinet accessories of every kind and nature and to buy, sell, and manufacture any and all goods and material used in households;

(b) To manufacture, produce, purchase, or otherwise acquire, sell, or otherwise dispose of, import, export, distribute, deal in and with, whether as principal or agent, goods, wares, merchandise, and materials of every kind and description, whether now known or hereafter to be discovered or invested;

(c) To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Florida;

To generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform;

To engage in the manufacture, sale, purchase, importing, and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale, and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure payment of corporate indebtedness as required;

(e) The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause

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in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall be expression of one thing be deemed to exclude another, although it be of like nature not expressed.

The foregoing paragraphs shall be construed as enumeration both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum shares of stock of the corporation authorized to be outstanding at any time is **1000** shares of common stock, having a par value of **\$1.00** per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE VI. ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of this corporation is **4400 S. Hopkins Avenue, Titusville, Florida 32780** and the mailing address is the same.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **4400 S. Hopkins Avenue, Titusville, Florida 32780** and the initial registered agent of this corporation at that address is **Lisa Shover**.

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ARTICLE VIII.
DIRECTORS

This corporation shall have at least one (1) but no more than six (6) directors, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE IX.
INITIAL DIRECTORS

The name and post office address of the first Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Roger Shover	1850 Porpoise Street Merritt Island, FL 32952
Lisa Shover	1850 Porpoise Street Merritt Island, FL 32952

ARTICLE X.
SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation and the number of shares of stock each agrees to take are:

Name	Address	Shares
Roger Shover	1850 Porpoise Street Merritt Island, FL 32952	100
Lisa Shover	1850 Porpoise Street Merritt Island, FL 32952	100

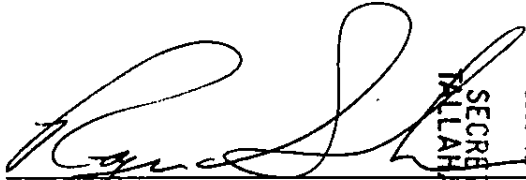
The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE XI.

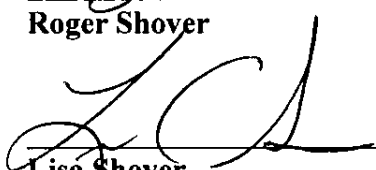
These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHEREOF, we have hereunto set our hands and seals at Titusville, Florida,
this 3rd day of April, 2008.



Roger Shover



Lisa Shover

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TALLAHASSEE, FLORIDA


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STATE OF FLORIDA)

COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared **Roger Shover and Lisa Shover**, to me well known and known to me to be the persons described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me under oath that they signed the same freely and voluntarily for the uses and purposes therein expressed, and who produced a driver's license as identification.

WITNESS my hand and official seal at Titusville, Brevard County, Florida, this 3rd day of April, 2008.



Notary Public, State of Florida
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That **CABINETS PLUS & DESIGN, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at **4400 S. Hopkins Avenue**, City of **Titusville**, County of **Brevard**, State of Florida has named **LISA SHOVER**, **4400 S. Hopkins Avenue, Titusville, Florida 32780**, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, and place designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

SIGNED this 3rd day of April, 2008.


LISA SHOVER
- Resident Agent

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