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MICHAEL H. MERRILL
ATTORNEY AT LAW

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May 12, 1995

TO: Secretary of State
Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

RE: Filing of Articles of Incorporation
Name: H & R CUPBOARDS, INC.

200001487832
-05/15/95--01094--005
*****70.00 *****70.00

Dear Madam or Sir:

Please file the Original of the enclosed Articles and Time Stamp the Copy provided for return in the envelope with the Certificate.

Thank you in advance for your efforts on our behalf,

_____	For your information/per request
_____	For your signature and return
_____	For filing
_____XXXXXXXX	For recording, time stamp & return
_____	Please contact the office

Should you have any questions regarding the above-referenced matter, please contact me.

Sincerely,


Michael H. Merrill
Attorney for Corporation

NANCY HENDRICKS MAY 16 1995

JUN 15 1995
03 PM 15 1995

**ARTICLES OF INCORPORATION
OF
H & R CUPBOARDS, INC.**

**ARTICLE I
CORPORATE NAME**

The name of this corporation shall be: **H & R CUPBOARDS, INC.**
The address of the principal office of this corporation shall be
5337 Cocoa Ct., Cape Coral, Fl, 33904, and the mailing address
shall be the same.

**ARTICLE II
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this
Corporation is to engage in any and all business permitted under
the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is
authorized to issue and have outstanding at any one time is 100
shares of common stock (having a par value of \$1.00 per share).

NOTE: Par value shares may be issued only for a consideration
having a value, in the judgment of the Board of Directors, at least
equivalent to the full par value of the stock to be issued. All
shares issued shall be fully paid and non-assessable.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing on
May 15, 1995.

**ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial
Registered Office of this Corporation in the State of Florida shall
be:

Steven J. Riedel
5337 Cocoa Ct.
Cape Coral, Fl, 33904

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**ARTICLE VI
BOARD OF DIRECTORS**

This Corporation shall have One director(s) 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.

**ARTICLE VII
INITIAL DIRECTOR**

The names of the initial directors of this Corporation and their street address is:

Steven J. Riedel
5337 Cocoa Ct.
Cape Coral, Fl, 33904

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and (have) qualified, whichever occurs first.

**ARTICLE VIII
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

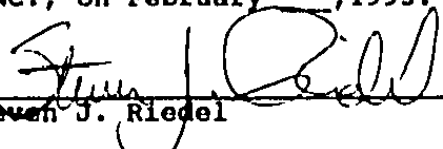
Steven J. Riedel
5337 Cocoa Ct.
Cape Coral, Fl 33904

**ARTICLE IX
AMENDMENT**

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

amendment of these Articles of Incorporation be made.

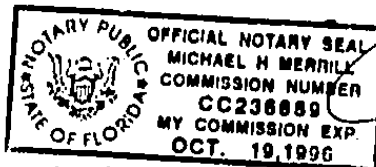
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation for the Florida Corporation, H & R CUPBOARDS, INC., on February 1, 1993.


Steven J. Riedel

STATE OF FLORIDA }

COUNTY OF LEE }

BEFORE ME, a Notary Public, personally appeared Steven J. Riedel, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and who identified himself by producing Florida DL # _____, and who acknowledged before me that he subscribed to these Articles of Incorporation on May 12, 1995.



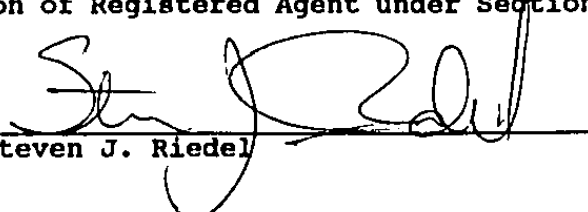

Notary Public
State of Florida-at-Large

MICHAEL H. MERRILL

My Commission Expires:

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

Steven J. Riedel, whose treet address is 5337 Cocoa Ct., Cape Coral, Fl 33904, and havin been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the pos tion of Registered Agent under Section 607.0505, Florida Statutes.


Steven J. Riedel