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May 23, 1995

UPS NEXT DAY AIR

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Interior Millwork Sales, Inc.

Gentlemen:

Enclosed herewith please find an original plus one (1) copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our client's check in the amount of \$122.50 is enclosed for the required filing fee.

If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

HARTER, SECREST & EMERY



Kelly M. Braun

KMB/jpw
Enclosures

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****122.50 ****122.50

D. BROWN MAY 30 1995

**ARTICLES OF INCORPORATION
OF
INTERIOR MILLWORK SALES, INC.**

FILED
95 MAY 24 PM 12:44
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF FLORIDA

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

Corporate Name and Address

The name of the Corporation is Interior Millwork Sales, Inc. and the street address of the Corporation is 9879 Birr Street, Ft. Myers, Florida 33919.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 10,000, all of which are to be voting common stock having a par value of Fifty Cents (50¢) per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be c/o Harter, Secrest & Emery, 800 Laurel Oak Drive Naples, Florida 33963. The name

of the initial registered agent of the Corporation at the registered office shall be Timothy R. Parry, Esq.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of three (3) persons. The Directors shall be elected annually, in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one (1). The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

Thomas A. Paquette, Sr.
4301 19th Avenue S.W.
Naples, Florida 33999

Joseph R. Canfield
4296 19th Avenue S.W.
Naples, Florida 33999

Kenneth E. Saxton
9879 Birr Street
Fort Myers, Florida 33919

ARTICLE VI

Incorporator

The names and addresses of the Incorporators of the Corporation are:

Thomas A. Paquette, Sr.
4301 19th Avenue S.W.
Naples, Florida 33999

Kenneth E. Saxton
9879 Birr Street
Fort Myers, Florida 33919

ARTICLE VII

Commencement of Existence


The Corporation shall be deemed to commence on the date of ^{filing}~~execution~~ of Articles of Incorporation.

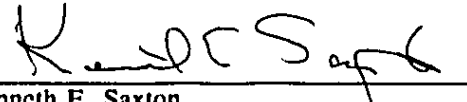
ARTICLE VIII

Duration

The term of existence of the Corporation is perpetual.

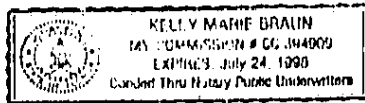
IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation this 18 day of May, 1995.


Thomas A. Paquette, Sr.
Incorporator


Kenneth E. Saxton
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 18 day of May, 1995, by Thomas A. Paquette, Sr., who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

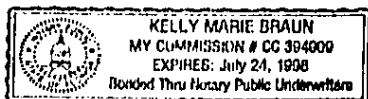


Kelly M. Braun
Notary Public

Kelly M. Braun
Printed Name

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 18 day of May, 1995, by Kenneth E. Saxton, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.



Kelly M. Braun
Notary Public

Kelly M. Braun
Printed Name


ACCEPTANCE OF REGISTERED AGENT

FOR

INTERIOR MILLWORK SALES, INC.

FILED
95 MAY 24 PM 12:44
TALLAHASSEE, FLORIDA

I, Timothy R. Parry, Esq., having signed the within as registered agent of Interior Millwork Sales, Inc., (the "Corporation") at the registered address of c/o Harter, Secrest & Emery, 800 Laurel Oak Drive, Suite 400, Naples, Florida 33963, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.



Timothy R. Parry, Esq.
REGISTERED AGENT