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95000057606

July 20, 1995

Florida Department of State
Division of Corporations
The Capitol
409 East Gaines Street 32399
Post Office Box 6327
Tallahassee, Florida 32314

FILED
95 JUL 24 PM 10:32

Re: Articles of Incorporation
WOODMARK CONSTRUCTION, INC.

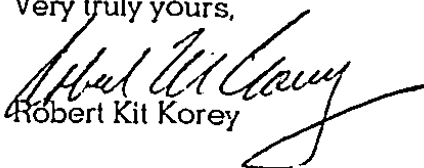
Dear Sir:

In connection with the above referenced matter, enclosed please find original and one copy of the Articles of Incorporation for the above corporation, together with Designation of Resident Agent form.

Please file the original of the said Articles and return the certified copy to me at your earliest convenience. I have enclosed our check in the amount of \$122.50 in payment of the filing fee and for the certified copy of said Articles.

If you have any questions or if additional information is needed, please contact me immediately.

Very truly yours,


Robert Kit Korey

JUL 26 1995 BSB

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Enclosures

ARTICLES OF INCORPORATION
of
WOODMARK CONSTRUCTION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of this corporation is WOODMARK CONSTRUCTION, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date that these Articles are formally accepted by the Office of the Secretary of State for the State of Florida.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business under the laws of the State of Florida or the United States.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of stock at \$1.00 par value common stock which shall be designated common shares.

ARTICLE V. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series in that which he already holds, shall have the right to purchase this prorated share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED AGENT AND
PRINCIPAL OFFICE OF CORPORATION

The name of the initial registered agent of this corporation

is Stan D. Janzen of 34 Meadow Ridge View, Ormond Beach, Volusia County, Florida and the street address of the principal office of this corporation is 34 Meadow Ridge View, Ormond Beach, Volusia County, Florida 32174.

ARTICLE VII. INCORPORATORS

The name and address of the person signing these Articles is Stan D. Janzen, 34 Meadow Ridge View, Ormond Beach, Volusia County, Florida 32174.

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall not have directors. The business of this corporation is to be managed by a majority of the shareholders entitled to vote rather than by a Board of Directors.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any offer to the full extent of the law.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them and any right conferred upon the shareholders is subject to this reservation

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of July, 1995.


STAN D. JANZEN

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 20th

day of July, A.D., 1995, by STAN D. JANZEN, who is
personally known to me (provided his driver's license as
identification) and who (did) (did not) take an oath.

Michele Werner Walker

Notary Public
State of Florida at Large
My commission number:
My commission expires:



MICHELE WERNER WALKER
MY COMMISSION # CC271394 EXPIRES
April 4, 1997
BONDED THRU TROY FAIN INSURANCE, INC.

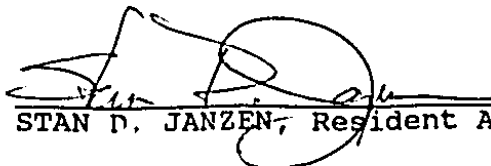
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
95 JUL 24 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First, WOODMARK CONSTRUCTION, INC., desiring to organize under
the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at 34 Meadow Ridge Way,
Ormond Beach, Volusia County, Florida 32174, as agent to accept
service of process within this state.

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


STAN D. JANZEN, Resident Agent