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A PROFESSIONAL ASSOCIATION

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September 19, 1995

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

500001589415
-09/20/95--01046--011
****122.00 ****122.00

Re: The Design Gallery Kitchen & Bath Showplace, Inc.


500001589415
-09/20/95--01046--012
*****0.50 *****0.50

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation for The Design Gallery Kitchen & Bath Showplace, Inc. and this firm's check in the amount of \$122.50 for filing the same. An extra copy of the Articles is also enclosed for a certified copy. Please return the certified copy of the Articles to the undersigned.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,



W. P. Battaglia

WPB:flh
Enclosures

FM4LUTZSECYST.LTR

9-19-95
SEP 20 1995
TALLAHASSEE, FLORIDA
FBI

9-19-95

FILED
95 SEP 20 PM 12:37
CLERK OF THE COURT
JACKSONVILLE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE DESIGN GALLERY KITCHEN & BATH SHOWPLACE, INC.**

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be The Design Gallery Kitchen & Bath Showplace, Inc.

ARTICLE II

Principal Office

The principal office and mailing address of the Corporation is 1023 North Third Street, Jacksonville Beach, Florida 32250.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the later of the 19th day of September, 1995, or the date which is five (5) business days prior to the date these Articles of Incorporation have been filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 100,000 shares of Common Stock, with a \$0.10 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 1023 North Third Street, Jacksonville Beach, Florida 32250. The name of the initial registered agent of the Corporation at the registered office shall be Danny R. Lutz.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one (1) person. The name and address of the person who shall serve as director of the Corporation until the first meeting of shareholders is:

<u>Name</u>	<u>Address</u>
Danny R. Lutz	1023 North Third Street Jacksonville, Florida 32250

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Danny R. Lutz	1023 North Third Street Jacksonville, Florida 32250

ARTICLE IX

Preemptive Rights

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation as provided in Florida Statutes §607.0630.

Executed this 19 day of September, 1995.

Danny R. Lutz
Danny R. Lutz, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept Service of Process for the above stated Corporation at the place designated in this certificate, I hereby accept the Appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Danny R. Lutz
Danny R. Lutz, Registered Agent

Date: September 19, 1995

FWLUTZDESQALLINC

95 SEP 20 PM 12:37
TALLAHASSEE, FLORIDA
SECRETARY OF STATE