

C. Robert Edouard, P.A.

January 10, 1996

COUNSELLORS AT LAW

P.O. Box 88017
Chattanooga, TN 37602
(604) 378-0888

10000168321
-DT/12796--01054--019
*****70.00 *****70.00

RE: Filing Articles of Incorporation for INNERSPACE, Inc.

EFFECTIVE DATE

1-12-56

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above-named enterprise and the Certificate Designating Registered Agent. Please file the original and certify and return to us the second copy. Please note that the day for commencing corporate existence is JANUARY 12, 1996.

We are enclosing our check in the amount of \$70.00, covering:

\$ 35.00 -- Filing Fee

\$ 35.00 -- Certificate Designating Registered Agent

\$ 70.00

Your continued cooperation is greatly appreciated.

Very truly yours,

Robert Edmund

C. ROBERT EDEWAARD

CRE/dm

xc: D. Dickhaus

AL JAN 23 1995

Enclosures



He has showed you, O man, what is good, And what does the LORD require of you?
To act justly and to love mercy and to walk humbly with your God. MICAH 6:8



JAN 22 1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1996

C. ROBERT EDEWAARD, P.A.
P.O. BOX 2297
GAINESVILLE, FL 32602

SUBJECT: INNERSPACE, INC.
Ref. Number: W96000001280

We have received your document for INNERSPACE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 096A00002128

C. Robert Edewaard, P.A.

C. Robert Edewaard
General Practice

COUNSELLORS AT LAW

January 22, 1996

P.O. Box 88187
Orlando, FL 32802
(404) 378-0888

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ATTN: Agnes Lunt, Corporate Specialist

RE: FILING ARTICLES OF INCORPORATION FOR INNERSPACE, INC.

Gentlemen:

We received your letter of January 17, 1996 (copy enclosed). Enclosed are revised Articles of Incorporation for the above-named enterprise and the Acceptance of Registered Agent. We inadvertently did not include the location of the principal office and mailing address in Article XIII.

Your continued cooperation is greatly appreciated.

Very truly yours,



C. ROBERT EDEWAARD

CRE/dm

Enclosures

xc: D. Dickhaus



**ARTICLES OF INCORPORATION
OF
INNERSPACE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 10 AM 11:00

ARTICLE I. NAME

The name of this corporation is INNERSPACE, INC.

EFFECTIVE DATE
1-12-96

ARTICLE II. DURATION

This corporation shall have a perpetual existence. This corporation shall commence existence on January 12, 1996.

ARTICLE III. PURPOSE

The general purposes for which the corporation is organized are:

1. To install, repair, restore cabinets and storage centers, both commercial and residential.
2. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and engage in any form of trade or business which can, in the opinion of the Board of Directors or Stockholders of the corporation, be advantageously carried on in a profitable manner.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV. CAPITAL STOCK - PAR VALUE

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class and shall have a par value of FIVE DOLLARS (\$5.00). The shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set forth opposite their respective name:

DANIEL A. DICKHAUS 501 Shares

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock will be issued and transferred only to (1) natural

ARTICLES OF INCORPORATION OF INNERSPACE, INC.

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persons, (2) estates, or (3) a trust as described in title 26 United States Code Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a nonresident alien.

ARTICLE V. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which, those shares may be offered and sold may be furthered specified by written agreement among all the shareholders of this corporation.

ARTICLE VI. PREEMPTIVE RIGHTS

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

ARTICLE VII. DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial director is:

DANIEL A. DICKHAUS

5107 SW 47th St.
Gainesville, FL 32608

Any action required or permitted to be taken by the board of directors of the corporation may be taken without a meeting if all members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board of directors. Such action by written consent shall have the same force and effect as a unanimous vote of the directors.

ARTICLES OF INCORPORATION OF INnersPACE, INC.

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ARTICLE VIII. CORPORATE OFFICERS

The officers of the corporation shall be President, First Vice-President, Second Vice-President, Third Vice-President, Secretary and Treasurer, and the office of President and Treasurer may not be held by the same person. The duties of each officer shall be specified in the By-Laws. The offices of the corporation may be changed by the By-Laws. The initial officers who will serve until new officers are elected by the directors are:

President:	DANIEL A. DICKHAUS
First Vice-President:	ALFRED J. DICKHAUS
Second Vice-President:	MATTHEW JONES
Third Vice-President:	ROBIN NANCARROW
Secretary:	VALERIE F. DICKHAUS
Treasurer:	VALERIE F. DICKHAUS

ARTICLE IX. INDEMNIFICATION AND INSURANCE

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against such liability under the provisions of these articles, or under law.

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders as provided in the bylaws.

ARTICLES OF INCORPORATION OF INnersPACE, INC.

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ARTICLE XI. INCORPORATORS

The names and addresses of the incorporators signing these Articles are:

DANIEL A. DICKHAUS

5107 SW 47th St.
Gainesville, FL 32608

C. ROBERT EDEWAARD

1505 NW 16th Ave.
Gainesville, FL 32605

ARTICLE XII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1505 NW 16th Ave., Gainesville, Florida, and the name of its initial registered agent at such address is C. ROBERT EDEWAARD.


ARTICLE XIII. PLACE OF BUSINESS

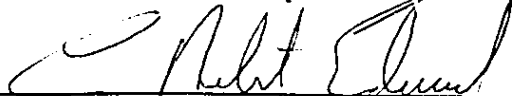
The principle place of business of the corporation is 5107 SW 47th Street, Gainesville, Florida 32608, and the mailing address of the corporation is the same.

ARTICLE XIV. 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 subscribed have executed these Articles of Incorporation on the 10th day of January, 1996.


Daniel A. Dickhaus, Corporate Subscriber


C. Robert Edewaard, Corporate Subscriber

ARTICLES OF INCORPORATION OF INNERSPACE, INC.
Page 5.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JAN 16 AM 11:00

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing Articles of Incorporation of InnerSpace, Inc., was acknowledged before me this 10th day of January, 1996, by DANIEL A. DICKHAUS and C. ROBERT EDEWAARD, who is personally known to me or who produced Florida drivers license as identification and who did not take an oath.

WITNESS my hand and official seal, this 10th day of January, 1996.

NOTARY PUBLIC:

(SEAL)

Debra D. Mixson
Signature of Notary

Debra D. Mixson
Name of Notary Public, Typed, Printed or Stamped
State of Florida at Large

My commission expires:



DEBRA D. MIXSON
MY COMMISSION # 00343107 EXPIRES
January 3, 1998
ADMINISTRATIVE SERVICES, INC.

**ACCEPTANCE AS REGISTERED OFFICE AND
ACCEPTANCE AS REGISTERED AGENT
FOR INNERSPACE, INC.**

The undersigned, as the Registered Agent for INNERSPACE, Inc., hereby agrees to accept service of process at the Registered Office located at the address stated below, during the times prescribed by law and to post a sign in said office according to law.

C. Robert Edeward

C. ROBERT EDEWAARD
1505 NW 16th Avenue
P.O. Box 2297
Gainesville, Florida 32605
(352) 372-0222
Registered Agent for INNERSPACE, INC.