OWLER, WHITE, GILLEN, BOGGS, VILLARE ATTORNEYS AT LAW TAMPA - BT. PETERSBURG - CLEARWATER FT. MYERS - TALLAHADBEE CAULE - FOWHITE REOL BECOND STREET TELECOPIER TELEX BAZZO POST OFFICE NOX 1807 (813) 334-3840 FT, MYCRS, FLORIDA 33908 (8(3) 334-7898 400001712474 -02/12/96--01069--008 ****122.50 ****122.50 February 9, 1996 Department of State Bureau of Corporate Records The Capitol Post Office Box 6327

Tallahassee, Florida 32304

RE: Articles of Incorporation for Cabinetry Install Management, Inc.

Dear Sir/Madam:

We are enclosing the original and one copy of the proposed Articles of Incorporation for the above-mentioned corporation. Please approve and file the original and certify the copy for us. Also enclosed is a Certificate designating the Resident Agent for the corporation.

We are enclosing our firm check made payable to Secretary of State for charges as follows:

> Filing Fee \$ 35.00 Certified Copy 52.50 Filing Resident Agent Certificate _35,00

> > Total \$122.50

Please advise if anything further is required.

Sincerely yours,

JOSEPH COLEMAN

CJC/le Enclosures as stated

ARTICLES OF INCORPORATION

QE

CABINETRY INSTALL MANAGEMENT, INC.

The undersigned, for the purpose of forming a corporation under the "Florida Business Corporation Act," does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: <u>CABINETRY INSTALL</u> HANAGEMENT, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

The street address of the initial registered agent of the corporation is 2191 Dixie Lane, Alva, Florida 33920, and the name of the initial registered agent of the corporation at that address is Paul R. Montgomery. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE V

The aggregate number of shares which the corporation has authority to issue is one thousand (1000), all of which shares are of the same class and are designated "Common Shares"; the par value of each such share is one dollar (\$1.00). The corporation elects to have preemptive rights.

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ARTICLE VI

The name and address of the incorporator is:

Paul R. Montgomery

2191 Dixio Lane

Alva, Florida 33920

ARTICLE VII

The number of directors to comprise the initial Board of Directors shall be two. Thereafter the number of directors shall be fixed by, or in the manner provided in, the bylaws of the corporation. The names and address of the initial directors of the corporation are:

NAME ADDRESS

Paul R. Montgomery 2191 Dixie Lane Alva, Florida 33920

Doris Drouin 2191 Dixie Lane Alva, Florida 33920

ARTICLE VIII

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

ARTICLE_IX

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders, except the Preemptive Rights created in Article V, is subject to this reservation.

ARTICLE X

The corporation shall indemnify any officer and/or director, or any former officer and/or director to the full extent of the law.

ARTICLE XI

The mailing address for the corporation is 2191 Dixie Lane. Alva, Florida 33920
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this day of, 1996.
Paul R. Montgomery
STATE OF FLORIDA) COUNTY OF LEE)
Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Paul R. Montgomery known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this day of, 1996.
WOTARY PUBLIC, State of Florida at Large Print Name: LINDA LECAN Commission No:
My Commission Expires:



LINDA L. ELAKMAN MY COMMUSSION & CC336843 EXPIRES December 16, 1997 BONDED THRU TROY FAM BISURANCE, INC.

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

THAT ______ CABINETRY INSTALL MANAGEMENT, INC. ______ desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Fort Myers, County of Lee, State of Florida, has named __Paul R. Montgomery located at _____ 2191 Dixie Lane, Alva, Florida _____ 33920____, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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

Paul R. Montgomery