

P96000030652

TRANSMITTAL LETTER

March 8, 1996

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

FILED
MAR -9 AM 8:45
TALLAHASSEE, FLORIDA

SUBJECT: Grau Construction, Inc.

I enclose the original and one copy of the Articles of
Incorporation for the above corporation and a check in the amount
of \$70.00.

600001753026
-03/21/96--01082--003
*****70.00 *****70.00

SIGNED: _____

Jose E. Grau

From: _____

Jose E. Grau

Name

5806 Oxford Drive

Address

Tampa

City

Florida

State

33615

Zip

(813) 884-3121

Telephone Number

3/26/96

TB

4/9/96

TB



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 26, 1996

JOSE E. GRAU
5806 OXFORD DRIVE
TAMPA, FL 33615

SUBJECT: GRAU CONSTRUCTION, INC.
Ref. Number: W96000006530

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

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 096A00013841

ARTICLES OF INCORPORATION

OF

Grau Contruction, Inc.

FILED
\$6 APR -9 AM 8:45
TAMPA, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

Grau Construction, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3907 West South Ave.

Tampa, Florida 33614

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Jose E. Grau

3907 West South Ave.

Tampa, Florida 33614

INCORPORATOR'S ACTION BY WRITTEN CONSENT

Pursuant to Section 607.0205(1)(b)(2) of the Business Corporation Act, the incorporator of Grau Construction, Inc. hereby consents to the election of the following persons as initial directors of this corporation to complete the organization of the corporation. The initial directors shall serve on the board until the first annual meeting of shareholders held for the election of directors, and until their successors are elected and qualified:

Jose E. Grau, President

Jose E. Grau, Secretary

There being no further business, the meeting was adjourned.

DATED: 3 - 8 - 96

SIGNED: Jose E. Grau
Jose E. Grau, Incorporator

ARTICLE V INCORPORATOR

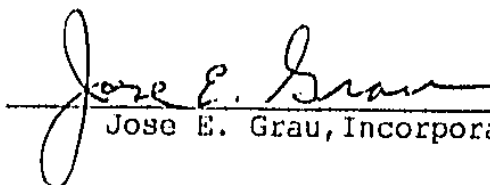
The name and street address of the Incorporator to these Articles of Incorporation is:

Jose E. Grau

5806 Oxford Drive

Tampa, Florida 33615

The undersigned has executed these Articles of Incorporation this 8th day of March, 1996.


Jose E. Grau, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Grau Construction, Inc.

2. The name and address of the registered agent and office is:

Jose E. Grau

5907 West South Ave
5806 Oxford Drive

Tampa, Florida 33615

Signature: _____

Title: President

Date: 4-4-96

FILED
65 APR -9 AM 8:45
TALLAHASSEE, FLORIDA

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.

Signature: _____

Date: 4-4-96

P96000031652

F. B. ESTERGREN, P.A.
ATTORNEY AND COUNSELLOR AT LAW
DE EGLIN PARKWAY N.E.
P.O. DRAWER 2167
FT. WALTON BEACH, FLORIDA 32549
(904) 243-0139 FAX (904) 244-2140

April 4, 1996

Corporate Records Division
P.O. Box 6327
Tallahassee, FL 32314

Re: Cabinet Solutions, Inc.

700001771157
-04/05/96--01079--013
***122.50 ***122.50

Gentlemen:

Enclosed are the original and duplicate original copy of the Articles of Incorporation of the above named proposed corporation which have been properly executed.

Please endorse your approval of the Articles Incorporation on the duplicate copy, certify and return to me.

I also enclose Registered Agent designation for filing.

A check is enclosed in the amount of \$122.50 to cover the \$35 filing fee, \$52.50 for certified copy of the Articles and \$35 for registered Agent designation.

If you should have any question regarding the above, please contact me at the phone number listed above.

3211

FBE/jap

Sincerely,

F. B. Estergren, P.A.

56 APR 5 PM 10:01
TALLAHASSEE, FLORIDA

GB 4/11/96

ARTICLES OF INCORPORATION
OF

CABINET SOLUTIONS, INC.

96 APR -5 PM 3:01

ARTICLE I - NAME:

The name of this corporation is: CABINET SOLUTIONS, INC.
hereinafter referred to as the ("Corporation")

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing upon the
filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE:

The Corporation is organized for the purpose of engaging in the
Cabinet Sales and Installation business, and for the purpose of
transacting any or all other lawful business not inconsistent with
the Laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The Corporation is authorized to issue 100,000 shares of One
Dollar (\$1.00) par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of
the same kind, class or series as that which he or she already holds,
shall have the right to purchase his or her pro-rata share thereof
(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 OFFICE AND AGENT:

The principal office and street address of the Corporation is:
271 Anderson Dr., Mary Esther, FL 32569, and the mailing address is:
271 Anderson Dr., Mary Esther, FL 32569.

The name of the registered agent of the corporation is:
WESLEY D. NORTON, and the street office address of such

registered agent and registered office of the Corporation is:
271 Anderson Dr., Mary Esther, FL 32569.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one. The name and address of the initial directors of the Corporation are:

WESLEY D. NORTON, 271 Anderson Dr., Mary Esther, FL 32569.

SUSANNE NORTON, 271 Anderson Dr., Mary Esther, FL 32569.

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these Articles is:
WESLEY D. NORTON, 271 Anderson Dr., Mary Esther, FL 32569.

ARTICLE IX - BY-LAWS:

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - SECTION 1244 STOCK:

It is the intent of this charter that the directors may sell the capital stock of the Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1954 as amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 4th day of April, 1996.

Wesley D. Norton
WESLEY D. NORTON

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

96 APR -5 PM 12:02

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____

CABINET SOLUTIONS, INC.

2. The name and address of the registered agent and office is:

WESLEY D. NORTON

(NAME)

271 Anderson Dr.

(P.O. BOX NOT ACCEPTABLE)

Mary Esther, FL 32569

(CITY/STATE/ZIP)

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.

SIGNATURE Wesley D. Norton
Wesley D. Norton

DATE 4/4/96