

P96000040329

Mark Thompson
750 Creative Drive Suite B
Lakeland, FL 33813-4906

May 1, 1996

Department of State
Division of Corporations
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32399

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Subject: Keith's Carpentry, Cabinets, and Supplies, Inc.

Attached please find an original and one (1) copy of the Articles of Incorporation of Keith's Carpentry, Cabinets, and Supplies, Inc., Certificate of Designation Registered Agent/ Registered Office and a check for the amount of \$122.50.

From: Mr. Mark S. Thompson
750 Creative Drive
Suite B
Lakeland, FL 33813-2503
(941) 619-8804

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**ARTICLES OF INCORPORATION
OF
KEITH'S CARPENTRY, CABINETS, AND SUPPLIES, INC.**

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ARTICLE ONE

The name of the corporation is KEITH'S CARPENTRY, CABINETS, AND SUPPLIES, INC..

ARTICLE TWO

The Corporation shall be effective May 1, 1990. The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The classes, number and par value of shares which the corporation shall have authority to issue without further report to the Secretary of State are:

Class of shares:	Number of shares:	Par value of shares:
Common	50,000	\$ 1.00
Preferred Series A: 8% Cumulative Nonparticipating	10,000	\$100.00
Preferred Series B: 6% Cumulative Participating Convertible	20,000	\$ 50.00

ARTICLE FIVE

The principal place of business and mailing address of this corporation shall be 303 Commerce Court, Winter Haven, Florida 33881.

ARTICLE SIX

The street address of its initial registered office is 303 Commerce Court, Winter Haven, Florida, and the name of its initial registered agent at such address is Wendall Keith Slover.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one, and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until the director's successor is elected and qualified is:

Name:	Mailing address:
Wendall Keith Slover	303 Commerce Court, Winter Haven, Florida

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

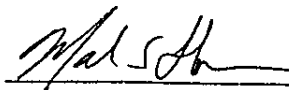
The name and address of the incorporator is:

Name:	Mailing address:
Mark Thompson	750 Creative Drive, Suite B, Lakeland, Florida 33813-2503

ARTICLE TEN

The powers of the incorporator ceases upon the filing of the Articles of Incorporation.

The undersigned has executed these Articles of Incorporation this first day of May, 1996.



Incorporator

CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF SECTION 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: Keith's Carpentry, Cabinets and Supplies, Inc.
2. The name and address of the registered agent and office is:

Wendall Keith Slover
303 Commerce Park
Winter Haven, 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.



Wendall Keith Slover

5-3-96

Date