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Law Offices  
John G. Pierce  
Attorneys & Counselors At Law  
800 North Fernbrook Avenue  
Orlando, Florida 32803  
(407) 898-4848  
Facsimile (407) 898-9321  
June 18, 1996

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-06/26/96--01111--001  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32314

Re:GALLERIA KITCHEN, INC.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation in the above-captioned matter for filing with your division. Please return one certified copy of the Articles to me for my file.

Also enclosed is a check in the amount of \$122.50 for the following costs:

Filing Fees	\$ 35.00
Certified Copy	\$ 52.50
Designation of Registered Agent	<u>\$ 35.00</u>
	\$122.50

FILED  
96 JUN 19 PM 4:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thank you for your cooperation in this matter.

Sincerely,

Beth Phillips

EFFECTIVE DATE

6-17-96

*DMP 6/19/96*

bp

P.S. The documents are with Bobbie, the check was left out of the fed-x package. If you have any questions please call me. Thank you.

Enclosure

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ARTICLES OF INCORPORATION  
OF  
GALLERIA KITCHENS, INC.

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96 JUN 18 PM 4:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is GALLERIA KITCHENS, INC.

EFFECTIVE DATE  
6-17-96

Article II - Duration

This corporation shall exist perpetually commencing on the date of execution of these Articles, if they shall be filed with the Department of State within five days after execution, and if not, commencing on the date of such filing.

Article III - Purpose

This corporation is organized:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.

2. To engage in any activity or business permitted under the laws of the United States and of this State, as the same may be from time to time amended.

Article IV - Capital Stock

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "Common Shares". No shareholder shall be entitled to preemptive rights.

**Article V - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 800 N. Ferncreek Avenue, Orlando, FL 32803, and the name of the registered agent of this corporation at that address is John G. Pierce. The principal place of business and the mailing address of this corporation is 800 N. Ferncreek Avenue, Orlando, FL 32803.

**Article VI - Initial Board of Directors**

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

Dino Rachiele  
1252 Hibiscus Lane  
Apopka, FL 32703

**Article VII - Incorporator**

The name and address of the person signing these Articles is:

John G. Pierce  
800 N. Ferncreek Avenue  
Orlando, FL 32803

**Article VIII-By-laws**

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

**Article IX - Meetings by Conference Telephone**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**Article X - Action by Directors without a Meeting**

The directors of this corporation may take action by written consent, as provided by law.

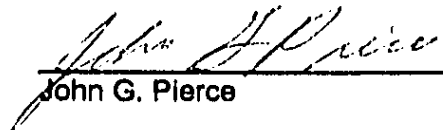
Article XI - Indemnification

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

Article XII - Amendment

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 as subject to this reservation.

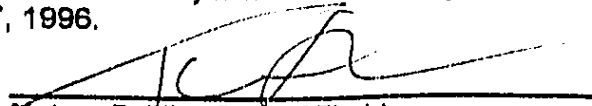
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this June 17, 1996.

  
\_\_\_\_\_  
John G. Pierce

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN G. PIERCE, 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 by official seal, in the state and county aforesaid, this June 17, 1996.

  
\_\_\_\_\_  
Notary Public - State of Florida

My commission expires:



TIMOTHY R. SHEA  
My Comm Exp. 12/19/98  
Bonded By Service Ins  
No. CC427580  
 Quarterly Return     Other 1. 2A

STATE OF FLORIDA

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96 JUN 18 PM 4:14

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be served and Names and Addresses of the Officers and Directors.

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The following is submitted, in compliance with  
Chapter 48.091, Florida Statutes

GALLERIA KITCHENS, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 9118 Mid Pines Court, Orlando, FL 32819, has named John G. Pierce, located at 800 N. Ferncreek Avenue, Orlando, FL 32803, as its agent to accept service of process within this state.

**ACCEPTANCE:**

I agree as Registered Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
\_\_\_\_\_  
Registered Agent

ASSIGNMENT OF RIGHTS TO SUBSCRIBE TO STOCK

The undersigned as Incorporator hereby assigns the right to subscribe to the capital stock of GALLERIA KITCHENS, INC. to the following named persons:

Dino Rachiele  
1252 Hibiscus Lane  
Apopka, FL 32703

Maria Rachiele  
1252 Hibiscus Lane  
Apopka, FL 32703

  
JOHN G. PIERCE, as Incorporator

Dated this June 17, 1996