

P960000067096

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

96 AUG 13 PM 12:39

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

JUL 13 1996

REQUEST TAKE CONFIRMED APPROVED

DATE _____

TIME _____

BY _____ CK No. _____

WALK-IN Will Pick Up 8/13 12:00

RE: Set of Cabinets, Inc. No 53085

	O.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U B.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCO 1 or 3 File		
<input type="checkbox"/> UCO 11 Search		
<input type="checkbox"/> UCO 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

DIVISION OF CORPORATION
 96 AUG 13 AM 9:35

RECEIVED

ARTICLES OF INCORPORATION
OF
S & F CABINETS, INC.

FILED
96 AUG 13 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be S & F Cabinets, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the SECRETARY OF THE STATE. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of the construction of commercial and residential cabinetry engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue one hundred (100) common, no par value shares of common capital stock.

ARTICLE V. TRANSFER RESTRICTION

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy of Which Is On File At This Corporation's Principal Office."

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Robert Frazee, 62253 Glenwood Drive, Milton, FL 32570

Mark S. Spencer, P.O. Box 133, Lillian, AL 36549

ARTICLE VII. INDEMNIFICATION

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

ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be 5031 Mobile Highway, Pensacola, FL 32506.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Mark S. Spencer.

ARTICLE IX. INCORPORATORS

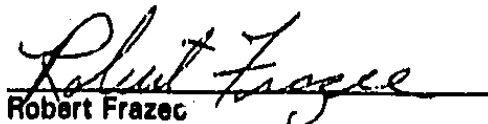
The names and address of the individuals who shall serve as this corporation's incorporators are:

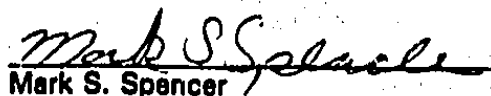
Robert Frazee, 62253 Glenwood Drive, Milton, FL 32570

Mark S. Spencer, P.O. Box 133, Lillian, AL 36549

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Robert Frazee
62253 Glenwood Drive
Milton, FL 32570
Incorporator


Mark S. Spencer
P.O. Box 133
Lillian, AL 36549
Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of S & F Cabinets, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for S & F Cabinets, Inc.


Mark S. Spencer - Registered Agent

State of Florida
County of Escambia

On 7/24/96 Mark S. Spencer, designated above as the individual who shall serve as the corporation's initial registered agent, and the individuals, designated above, as the corporation's incorporators, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of S & F Cabinets, Inc.

Sherry A. Collins
Notary Public



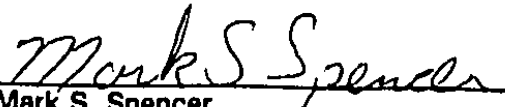
SHERRY A. COLLINS
My Commission CO310088
Expires Sep. 08, 1997
Bonded by HAI
800-422-1885

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501, Florida Statutes, the herein named corporation, organized under the laws of the State of Florida, submits the following settlement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **S & F Cabinets, Inc.**
2. The name and address of the registered agent and office is: **Mark S. Spencer, 5031 Mobile Highway, Pensacola, Florida 32506.**

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.


Mark S. Spencer

Dated: 7-24-96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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