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LAW OFFICE

S. CRAIG WAKEFIELD

PROFESSIONAL ASSOCIATION  
1400 West Oak Street, Suite A  
Kissimmee, Florida 34741

MAILING ADDRESS  
Post Office Box 421408  
Kissimmee, Florida 34742-1408  
TELECOPIER NUMBER  
(407) 846-3585

S. CRAIG WAKEFIELD \*

(407) 846-7113

\* Also Admitted Nebraska & Iowa

November 7, 1996

Florida, Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

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-11/19/96--01181--017  
\*\*\*122.50 \*\*\*122.50

RE: LISA'S CUSTOM CABINET MFG., INC.  
(Our File No.: 605516.00)

Dear Sir/Madam:

Enclosed herewith is the original and a copy of the Articles of Incorporation for the above-referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to our office.

Additionally, I am enclosing our firm check in the amount of \$122.50, which represents the fees and charges for filing the Articles of Incorporation.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,

*Renet McCall*

Renet McCall  
Secretary to  
S. Craig Wakefield

rm  
Enclosures  
cc: Lisa G. Durst

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ARTICLES OF INCORPORATION  
OF  
LISA'S CUSTOM CABINET MFG., INC.

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ARTICLE I. NAME

The name of this corporation shall be LISA'S CUSTOM CABINET MFG., INC., a Florida corporation located at 1509 Pine Avenue, Orlando, Florida 32824.

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 Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of manufacturing custom cabinets and engaging in 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 7,500 \$1.00 par value shares of common capital stock.

Articles Of Incorporation Of LISA'S CUSTOM CABINET MFG., INC.,  
a Florida corporation

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

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 VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. 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:

LISA G. DURST  
500 Simpson Road  
Kissimmee, Florida 34744.

#### ARTICLE VIII. 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.

Articles Of Incorporation of LISA'S CUSTOM CABINET MFG., INC.,  
a Florida corporation

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office at 1509 Pine Avenue, Orlando, Florida 32824 and the address of this corporation's initial registered office shall be: 1400 West Oak Street, Suite A, Post Office Box 421408, Kissimmee, Florida 34742-1408.

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

ARTICLE X. OFFICERS

The officers shall consist of a president, two (2) vice presidents, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board of Directors' meeting.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
President	LISA G. DURST 500 Simpson Road Kissimmee, Florida 34744
Vice President	STEPHEN E. BOHANNON 303 Alma Street

Articles of Incorporation of LISA'S CUSTOM CABINET MFG., INC.,  
a Florida corporation

*L. H. G.*

Kissimmee, Florida 34741

Vice President BOBBY R. BOHANNON  
4737 Halliday Lane  
Orlando, Florida

Secretary LISA G. DURST  
500 Simpson Road  
Kissimmee, Florida 34744

Treasurer LISA G. DURST  
500 Simpson Road  
Kissimmee, Florida 34744

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: LISA G. DURST, 500 Simpson Road, Kissimmee, Florida 34744.

ARTICLE XII. 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.

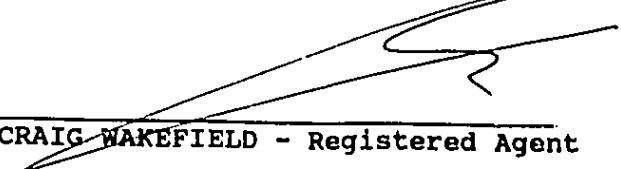
Lisa G. Durst  
LISA G. DURST - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of LISA'S CUSTOM CABINET MFG., INC., a Florida corporation. I hereby state that I am familiar

Articles Of Incorporation Of LISA'S CUSTOM CABINET MFG., INC.,  
a Florida corporation

*L. G. D.*

with and accept the duties and responsibilities as registered agent for LISA'S CUSTOM CABINET MFG., INC., a Florida corporation.

  
S. CRAIG WAKEFIELD - Registered Agent

STATE OF FLORIDA  
COUNTY OF OSCEOLA

NOV 18 11 08:27  
NOTARY PUBLIC  
FLORIDA

On November 6, 1996, S. CRAIG WAKEFIELD, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of LISA CUSTOM CABINET MFG., INC., a Florida corporation.

  
Notary Public

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number: (SEAL)



Dorenda Renet McCell  
MY COMMISSION # CC820104 EXPIRES  
April 24, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

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a Florida corporation

*L.S.D.*