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December 13, 1996

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

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-12/18/96--01081--010
****122.50 ****122.50

Attn: Corporations

RE: KITCHEN AND BATH DEPOT, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above proposed corporation.

If same meets with your approval I would ask that you endorse the copy, certify and return in the self-addressed, stamped envelope provided.

Our check in the sum of \$122.50 is enclosed to cover the various filing fees.

Thank you very much for your continued courtesies and cooperation.

Sincerely yours,


JOSEPH M. BALOCCO

JMB/ves
enclosures

DEC 19 1996

FILED
96 DEC 18 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 DEC 18 AM 10:54
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is: KITCHEN AND BATH DEPOT, INC. The principal address of the corporation is 5405 NW 102 AVENUE, BAY 201, SUNRISE, FLORIDA 33351.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of this Articles with the Department of State.

ARTICLE III - PURPOSE

The corporation may conduct any lawful business for which a corporation may exist under Chapter 607 of the Florida Statutes.

ARTICLE IV - STOCK

This corporation is authorized to issue 100 shares of NO par value common stock which shall be designated "Common Shares."

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 3935 NW 73 AVENUE, LAUDERHILL, FLORIDA 33319, and the name of the initial registered agent of this corporation at that address is: RANDY PEMBERTON.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name and address of the initial Board of Directors of this Corporation is :

NAME: ADDRESS:

RANDY PEMBERTON 3935 NW 73 AVENUE, LAUDERHILL, FLORIDA 33319

ARTICLE VII - INCORPORATORS

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

NAME: ADDRESS:

RANDY PEMBERTON 3935 NW 73 AVENUE, LAUDERHILL, FLORIDA 33319

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of December, 1996.


RANDY PEMBERTON, SUBSCRIBER

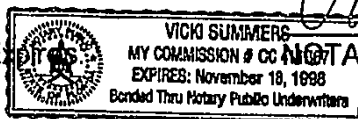
STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RANDY PEMBERTON, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation or who produced valid Florida Driver Licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 13 day of December, 1996.

FILED
96 DEC 18 AM 10:55
TALLAHASSEE FLORIDA

My Commission Expires November 18, 1998 VICKI SUMMERS NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT KITCHEN AND BATH DEPOT, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IS PRINCIPAL PLACE OF BUSINESS AT 5405 NW 102 AVENUE, BAY 201, CITY OF SUNRISE, STATE OF FLORIDA, 33351, HAS NAMED RANDY PEMBERTON, LOCATED AT 3935 NW 73 AVENUE, CITY OF LAUDERHILL, STATE OF FLORIDA, 33319, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Randy Pemberton
TITLE President
DATE 12/13/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE Randy Pemberton
DATE 12/13/96