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LAW OFFICES OF DALE L. BERNSTEIN
ATTORNEYS AT LAW

DALE L. BERNSTEIN
MICHELLE L. PROCTOR

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OF COUNSEL
* ALSO ADMITTED IN NEW YORK,
PENNSYLVANIA, VIRGINIA,
DISTRICT OF COLUMBIA

PLEASE REPLY TO MAIN OFFICE:

7637 STATE ROAD 52
BAYONET POINT, FLORIDA 34667

TELEPHONE: (813) 862-4411
FACSIMILE: (813) 862-5152

BRANCH OFFICES:

26870 US HIGHWAY 19 N.
CLEARWATER, FL 34621
(813) 445-0533

5308 SPRING HILL DRIVE
SPRING HILL, FL 34606
(352) 686-5297

December 31, 1996

VIA AIRBORNE EXPRESS

THE FUND
Attorney's Title and
Insurance Fund, Inc.
Leon Branch
660 East Jefferson, Suite 200
Tallahassee, Florida 32301

ATTN: Ms. Jenna Ecklund

RE: Filing Articles of Incorporation for:
Doug's Cabinets, Inc.

Dear Ms. Ecklund:

Enclosed herewith please find original Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office and one (1) copy of each with regard to the above captioned matter together with a check in the amount of \$10.00 for your services and check in the amount of \$122.50 so that you may file the same with the Secretary of State on January 2, 1997. Upon filing of the same, please return the file stamped copies to me in the enclosed self-addressed, stamped envelope at your earliest convenience.

I look forward to receiving the file stamped copies from you. Should you have any questions, please do not hesitate to contact me.

Very Truly Yours

DALE L. BERNSTEIN, ESQ.

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encl:
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

mc 1/2/97

ARTICLE I NAME

The name of this Corporation shall be:

DOUG'S CABINETS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**DOUG'S CABINETS, INC.
8331 Congress Street
Port Richey, Florida 34668**

ARTICLE III CAPITAL STOCK

The number of shares that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) Shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:


**Doug C. Ludwig
8331 Congress Street
Port Richey, Florida 34668**

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

**Doug C. Ludwig
8331 Congress Street
Port Richey, Florida 34668**

The undersigned has executed these Articles of Incorporation this
31 day of DEC 1996.


Doug C. Ludwig/Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

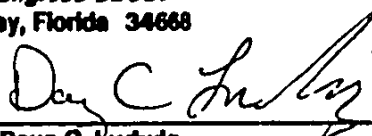
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

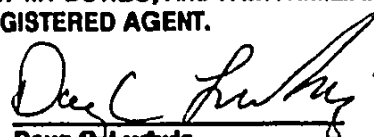
DOUG'S CABINETS, INC.

2. The name and address of the registered agent and office is:

Doug C. Ludwig
8331 Congress Street
Port Richey, Florida 34668


Doug C. Ludwig
12/31/96
(date)

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.


Doug C. Ludwig
12/31/96
(date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA