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IVANEL CUSTOM CABINETS, INC.

10851 S.W. 188th Street
Miami, Florida 33157
Telephone: (305) 255-4599

December 12, 1996

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****122.00 ****122.00

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Ivanel Custom Cabinets
Subject : Articles of Incorporation for Ivanel Custom
Cabinets; Consent for Registered Agent

To Whom It May Concern:

Enclosed is an original and one copy of the captioned documents and a check in the amount of \$122.50 for the filing fee for the Articles of Incorporation and for a certified copy of the Articles of Incorporation to be forwarded to the undersigned.

Very truly yours,

John P. Joslin
JOHN P. JOSLIN

JPJ/cjm
Enclosures

FILED
97 JAN -8 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Irene Joslin GAVE
AUTHORIZATION BY PHONE TO
CORRECT E.A. Page
DATE 1-8-97
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W-26499
KR 12-17
1-8-97

IVANEL CUSTOM CABINETS, INC.

10851 S.W. 188 Street
Miami, Florida 33157
Telephone: (305) 255-4599

December 30, 1996

FILED
97 JAN -8 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ms. Kimberly Rolfe
Document Specialist
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Ivanel Custom Cabinets, Inc.

Reference No. : W96000026499

**Subject : Corrected Articles of Incorporation for
Ivanel Custom Cabinets, Inc.; Consent for
Registered Agent**

To Whom It May Concern:

Enclosed per your instructions are the corrected Articles of Incorporation for Ivanel Custom Cabinets, Inc. as well as the original Consent to Serve as Registered Agent. I am also enclosing for your easy reference a copy of your December 17, 1996 correspondence wherein you indicated the changes to be made. If you need any further information, please call me at (305) 255-2194.

Very truly yours,



JOHN P. JOSLIN

JPJ/cjm
Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
97 JAN -8 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 17, 1996

JOHN P JOSLIN
10851 SW 188TH STREET
MIAMI, FL 33157

SUBJECT: IVANEL CUSTOM CABINETS
Ref. Number: W96000026499

We have received your document for **IVANEL CUSTOM CABINETS** and your check(s) totaling \$122.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: **CORPORATION, CORP., COMPANY, CO., INC.,** and **INCORPORATED.**

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 896A00056246

ARTICLES OF INCORPORATION
OF
IVANEL CUSTOM CABINETS, INC.

FILED
97 JAN -8 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be IVANEL CUSTOM CABINETS, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares. All such shares shall be of a single class, designated as common. [NOTE, THE ACT, PERMITS, BUT NO LONGER REQUIRES THAT SHARES BE ASSIGNED PAR VALUE.]

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall

consist of one (1) director whose name and addresses are as follows:

JOHN P. JOSLIN
10851 S.W. 188 Street
Miami, Florida 33157

ARTICLE X

The initial registered agent of the corporation is TIMOTHY M. HARTLEY, ESQ. The street address of the corporation's initial registered office is:

Suite 2520, World Trade Center
80 Southwest 8th Street
Miami, Florida 33130

ARTICLE XI

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

IVANEL CUSTOM CABINETS, INC.
10851 S.W. 188 Street
Miami, Florida 33157

ARTICLE XII

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

JOHN P. JOSLIN
10851 S.W. 188 Street
Miami, Florida 33157

The undersigned incorporator has executed these Articles of Incorporation this 30TH day of DECEMBER, 1996.



JOHN P. JOSLIN, Incorporator

**CONSENT TO SERVE AS REGISTERED AGENT
FOR
IVANEL CUSTOM CABINETS, INC.**

Having been named in the State of Florida as Registered Agent to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: *December 12, 1996*


TIMOTHY M. HARTLEY, Registered Agent

97 JAN -8 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED