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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/07/97--01025--009
****131.25 ****131.25

SUBJECT:

AMERICAN CLOSET SYSTEMS INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

LAWRENCE A. FORD

Name (Printed or typed)

500 SEMINOLE BLDG.

Address

LARGO, FL, 33170

City, State & Zip

813 - 595-2300

Daytime Telephone number

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97 JAN -5 PM 1:29
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

NOTE: Please provide the original and one copy of the articles.

nc 1/13/97

ARTICLES OF INCORPORATION
OF
AMERICAN CLOSET SYSTEMS, INC.

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation for the profit in accordance with the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is:

AMERICAN CLOSET SYSTEMS, INC.

ARTICLE II.
EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE:

The corporation may engage in the transaction of any or all lawful business for which corporations shall have the power under the laws of the State of Florida.

ARTICLE IV. GENERAL POWERS

The corporation shall have the power:

- a.) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal with real and personal property or any interest therein, whenever situated.
- b.) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all of its property and assets.
- c.) To lend money to, and use its credit to assist, its officers and employees in accordance with the Florida law.
- d.) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise use, deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, municipality or any instrumentality thereof.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

e.) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds or other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise or income.

f.) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of the funds so loaned and reinvested.

g.) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the State of Florida within or without the State.

h.) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

i.) To make and alter bylaws, not inconsistent with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

j.) To make donations for the public welfare or the charitable, scientific or educational purposes.

k.) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

l.) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all its directors, officers and employees, and for any or all of the directors, officers and employees or its subsidiaries.

m.) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

n.) To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE V. CAPITAL STOCK

a.) The total number of shares of capital stock authorized to be issued by the corporation shall be 5,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meetings of the stockholders. All or any part of the capital stock may be sold for the cash, in property or in labor or services at the fair valuation to be fixed by the Board of Directors at the meeting called for that purpose. All stock when issued shall be paid for and nonassessable.

b.) *The stock shall be issued to the stockholders as follows:-*

<u>NAME</u>	<u>SHARES ISSUED</u>	<u>ADDRESS</u>
<i>Lawrence A. Ford</i>	<i>2501</i>	<i>12827 127th Ave. N Largo, Fl. 33774</i>
<i>Lynn M. Ford</i>	<i>2499</i>	<i>12827 127th Ave. N Largo, Fl. 33774</i>

c.) *In the election of the directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such an election.*

ARTICLE VI. PRINCIPAL OFFICE

The initial street address of the corporations principal office is 12827 127th Ave. N Largo, Fl. 33774

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be two (2) and the name and address of each person who is to serve as a member thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>
<i>Lawrence A. Ford</i>	<i>12827 127th Ave. N Largo, Fl. 33774</i>
<i>Lynn M. Ford</i>	<i>12827 127th Ave. N Largo, Fl. 33774</i>

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

LAWRANCE A. FORD 12827 127th AVE. N. LARGO, FL. 33774

ARTICLE IX. AMENDMENT TO THE ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE X. REGISTERED AGENT

The name and the street address of the registered agent and the registered office of this corporation are as follows:

REGISTERED AGENT

LAWRANCE A. FORD

REGISTERED OFFICE

12827 127th AVE. N. LARGO, FL. 33774

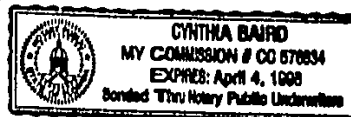
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes here in stated.


LAWRANCE A. FORD

STATE OF FLORIDA }
 } SEAL
COUNTY OF PINELLAS }

Before me, the undersigned authority, personally appeared LAWRENCE A. FORD, to me personally known, who after being duly sworn, did acknowledge the foregoing as his free act and deed, this 1st day of January, 1997.

Cynthia Baird



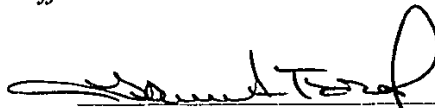
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant of the Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

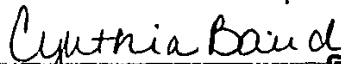
That LAWRENCE A. FORD, desiring to organize under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF THE INCORPORATION, at the city of Largo, County of Pinellas State of Florida, has named LAWRENCE A. FORD, as its Registered Agent and its Registered Office is at 12827 127th Avenue North Largo, Florida 33774 to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the corporation, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


LAWRENCE A. FORD
Registered Agent

Subscribed and sworn to before me, this
3 day of JANUARY, 1997



Notary Public
State of Florida at Largo



My commission expires: 04-04-98

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