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FILED

97 JAN 27 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

SUBJECT: NATIONAL CABINET & DISPLAYS, INC.

600002070106--0
-01/28/97--01076--017
*****70.00 *****70.00

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION

AND OUR CHECK FOR \$ 70.0


JULIO MOLINA
8614 BRACKENWOOD DRIVE
ORLANDO, FL. 32829.
TELEPHONE (407)-273-6145

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1/31/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NATIONAL CABINET & DISPLAYS, INC.

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY FORMS A CORPORATION UNDER THE LAWS OF OF STATES OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THE CORPORATION IS NATIONAL CABINET & DISPLAYS, INC.

ARTICLE II. ADDRESS

THE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION WILL BE:
2721 FORSYTH RD. SUITE 410. WINTER PARK, FL. 32792.

ARTICLES III. NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE OR TRANSACT IN ANY OR ALL LAWFALL ACTIVITIES OR BUISINEES PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA OR ANY OTHER STATE, COUNTRY, TERRITORY OR NATION.

ARTICLES IV. CAPITAL STOCK

THE MAXIMUN NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS 750,000 OF COMMON STOCK AT \$0.01 PAR VALUE. THE BOARD OF DIRECTORS SHALL FIX AND DETERMINE THE VOTING AND NON VOTING RIGHTS OF EACH ISSUE OF SHARES OF CONMON STOCK.

ARTICLES V. TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLES VI. OFFICER AND DIRECTORS

THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION SHALL CONSIST OF ONE DIRECTOR. THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE SPECIFIED FROM TIME TO TIME, BY THE BYLAWS PROVIDED, HOWEVER, THAT THE NUMBER OF ONE DIRECTORS SHALL NEVER BE LESS THAN ONE (1). THE NAME AND STREET ADDRESSES OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE:

ARLENE MEDINA
928 EGAN DR., ORLANDO, FLA. 32822

ARTICLES VII: INCOPORATOR

THE NAME STREET ADDRESS OF THE INCOPORATOR TO THESE ARTICLE OF INCORPORATION IS :

**JULIO MOLINA
8614 BRACKENWOOD DR., ORLANDO, FLA. 32829**

ARTICLES VIII: AMENDMENT TO THE ARTICLES OF INCORPORATION

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERE TO BY MAJORITY VOTE OF THE BOARD OF DIRECTORS, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

THE UNDERSIGNED INCOPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 24 DAY OF JANUARY ,1997.



**JULIO MOLINA
INCOPORATOR**

FILED

97 JAN 27 PM 2:00

JULIO MOLINA
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICES OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

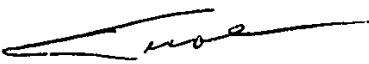
IN COMPLIANCE WITH SECTIONS 48.091 AND 607.325, FLORIDA STATUTES
THE FOLLOWING IS SUBMITTED:

NATIONAL CABINET & DISPLAYS INC., INC. (THE CORPORATION) DESIRING TO
ORGANIZE AS A DOMESTIC CORPORATION OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA HAS NAMED AND DESIGNATED JULIO MOLINA, AS ITS REGISTERED AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA WITH ITS REGISTERED OFFICE
LOCATED AT 8614 BRACKENWOOD DRIVE, ORLANDO, FLORIDA 32829.

ACKNOWLEDGMENT

HAVING BEEN NAMED AS REGISTERED AGENT FOR THE CORPORATION AT THE
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS
CAPACITY; AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF THE
THE FLORIDA BUSINESS CORPORATION ACT, AS THE SAME MAY APPLY TO THE
CORPORATION; AND I FURTHER AGREE TO COMPLY WITH THE STATUTES, ALL
AS THE SAME MAY APPLY TO THE CORPORATION RELATING TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES AS REGISTERED AGENT.

DATED THIS 24 DAY JANUARY, 1997.


JULIO MOLINA
REGISTERED AGENT