

P97000038904
TRANSMITTAL LETTER

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

SUBJECT: Mediterranean Woodcraft, Inc.
(Proposed corporate name - must include suffix)

900002147649--5
-04/18/97--01048--002
*****78.75 *****78.75

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:

Theo Camene
Name (printed or typed)

149 S.E. 2nd Street
Address

Deerfield Beach, FL 33441
City, State & Zip

561-994-9115
Daytime Telephone number

619-612-502
W97-9182

97 MAY -1 AM 11:27
FL DIV. OF STATE
CORPORATIONS

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

9/5/197

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY -1 AM 11:27

April 28, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attention: Caretha Golden

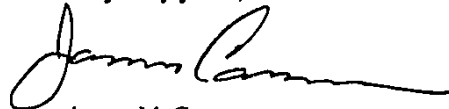
Re: Reference No. W97000009182
Mediterranean Woodcraft, Inc. - New Name Selection

Dear Ms. Golden:

In response to your letter dated April 21, 1997 (copy attached), enclosed is an original and one (1) copy of the properly executed Articles of Incorporation. Please note that per your instructions the corporate name has been changed to De Milo Designs, Inc. As you are still in receipt of the check mailed with our original application, no filing fee has been enclosed.

Thank you for your cooperation in this matter.

Very truly yours,



James M. Camene
De Milo Designs, Inc.
149 S.E. 2nd Street
Deerfield Beach, FL 33441
(561) 994-9115



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
APR 22 1997
971117-1 APR 27

April 21, 1997

THEO CAMENE
149 S.E. 2ND STREET
DEERFIELD BEACH, FL 33441

SUBJECT: MEDITERRANEAN WOODCRAFT, INC.
Ref. Number: W97000009182

We have received your document for MEDITERRANEAN WOODCRAFT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 797A00020367

ARTICLES OF INCORPORATION

These articles of incorporation are signed by the incorporators for the purpose of forming a profit corporation as follows:

Article I NAME

The name of the corporation is De Milo Designs, Inc.

Article II PURPOSE

The purpose or purposes for which the corporation is organized is to transact all lawful business for which corporations may be organized under the Professional Corporation Act of FL within the guideline of Florida Statute 621 et seq.

The specific purpose of the corporation is to design, create, manufacture and distribute high-end cabinets, countertops and any other wood, mica or other product to be installed in offices, boats or homes in kitchens, baths, theme rooms or any other location where the customer desires products to be installed.

Article III SHARES

The total authorized stock is 100 common shares of \$1.00 (one dollar) par value per share.

Article IV STOCKHOLDERS MEETING

Any action required or permitted by the Business Corporation Act of the State of Florida at an annual meeting of stockholders may be taken with a properly notified meeting with a least a majority of votes necessary to authorize or ratify such action. Prompt written notice of the taking of said action shall be given to the shareholders to their address of record.

Article V AMENDMENT OF ARTICLES OF INCORPORATION

The corporation may amend its articles of incorporation, from time to time, so as to make any changes deemed necessary under the rules of the State of Florida.

Article VI BYLAWS

The initial by-laws of the corporation shall be adopted by the board of directors. The power to alter, amend or repeal the by-laws or adopt new by-laws, subject to repeal or change by action of the stockholders, shall be vested in the board of directors. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

Article VII PREEMPTIVE RIGHTS

Except to the extent limited or denied by this section or by the articles of incorporation, stockholders shall have a preemptive right to acquire unissued or issued shares of other shareholders upon the approval of a quorum of directors. No sales of shares to outside, non-director parties are allowed without approval by a quorum of directors.

Article VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

The corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he, his testator or intestate is or was a director, officer, employee or agent of the corporation or services or served any other enterprise at the request of the corporation.

Article IX

DIRECTORS

The initial board shall consist of two directors and the names and address of the persons who shall serve as directors until the first annual meeting of stockholders or until their successors can be elected and qualified are:

Theo Cameme, 2432 Southridge Road, Delray Beach, FL 33444
James M. Camene, 74 Palomino Circle, Boca Raton, FL 33487

Article X

REGISTERED & PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the initial registered office, the principal office and the registered agent is is:

James M. Camene, 149 S.E. 2nd Street, Deerfield Beach, FL 33441

Article XI

INCORPORATORS

The names and business addresses of the incorporators are as follows:

Theo Cameme, 2432 Southridge Road, Delray Beach, FL 33444
James M. Camene, 74 Palomino Circle, Boca Raton, FL 33487

Article XII

TERM

The term of existence of the corporation shall be perpetual.

Article XIV

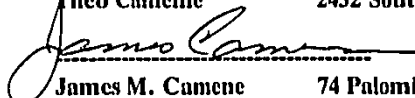
EFFECTIVE DATE

The effective date of incorporation shall be May 1, 1997

In witness whereof, the undersigned, the incorporators of the above-named corporation, have hereunto signed these articles of incorporation on this 30th day of April, 1997.



Theo Cameme 2432 Southridge Road, Delray Beach, FL 33444



James M. Camene 74 Palomino Circle, Boca Raton, FL 33487

**CERTIFICATE OF DESIGNATION OF
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:

Demilo Designs, Inc.

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

James M. Camene
(NAME)

149 S.E. 2nd street

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Deerfield Beach, FL 33441
(CITY/STATE/ZIP)

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.

James Camene
(SIGNATURE)

4/28/97
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314