



DAVID J. AUDLIN, JR.

ATTORNEY AT LAW

P97000060/47

July 1, 1997

Kathy Hyman, Document Specialist
Florida Department of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 JUL -9 AM 11:07
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation - Van Martin Woodworks, Inc.

Dear Ms. Hyman:

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-07/16/97--01078--007
*****70.00 *****70.00

Enclosed please find Articles of Incorporation for a new Florida Corporation, which is to be named "Van Martin Woodworks, Inc." A check in the amount of \$70.00 is enclosed, in payment of the necessary filing fee.

Upon acceptance and filing by your office, please direct confirmation of filing to the undersigned.

Thank you for your cooperation and courtesy in this matter.

Sincerely yours,

David J. Audlin, Jr.
David J. Audlin, Jr.
Attorney at Law, P.A.

David Audlin
add RA acceptance
last page
7/10/97

W97-15994
7/10/97

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97 JUL -9 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VAN MARTIN WOODWORKS, INC.**

ARTICLE I. CORPORATE NAME.

The name of this corporation is VAN MARTIN WOODWORKS, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are : 1320 Pine Street, Key West, Monroe County, FL 33040.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100).

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is: David Leeson, 1320 Pine Street, Key West, Monroe County, FL 33040.

ARTICLE V. INCORPORATOR.

The name and street address of the incorporator of these articles of incorporation is: David Leeson, 1320 Pine Street, Key West, Monroe County, FL 33040.

ARTICLE VI. DURATION OF CORPORATION

The duration of the corporation is perpetual.

ARTICLE VII. PURPOSE

The purpose of the corporation is contracting, and any other endeavors lawful under the law of Florida which may be deemed appropriate by the shareholders.

ARTICLE VIII. SUBCHAPTER S LIMITATIONS

The aggregate number of shares which the corporation is authorized to issue is one hundred, and such shares shall be without par value. Such shares shall be of a single class, and all issued shares shall be held of record by not more than ten persons. Shares will be issued and transferred only to:

1. natural persons
2. estates, or
3. a trust described in 26 U.S.C. Section 1371 defining a qualified "small business corporation".

In addition, no shares shall be issued to or transferred to a nonresident alien.

ARTICLE IX. CORPORATE MANAGEMENT

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed by and under the direction of, the shareholders.

ARTICLE X. QUORUM FOR TRANSACTION OF BUSINESS

The presence at any stockholders meeting, in person or by proxy, of persons entitled to vote all the shares of the corporation then issued and outstanding, shall constitute a quorum for the transaction of business.

ARTICLE XI. VOTING OF SHARES AND TRANSFERABILITY

The affirmative vote of all of the outstanding shares of the corporation shall be the act of the shareholders. All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement among the holders of such shares.

ARTICLE XII. RIGHTS AND POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

I hereby am familiar with and accept the duties and responsibilities as registered agent.

Executed by the undersigned at Key West, Monroe County, Florida, on this 3rd day of July, 1997.

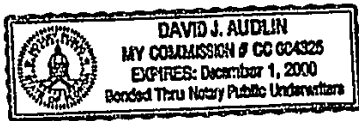


DAVID LEESON
Incorporator/Registered Agent

Sworn to and subscribed before me, the undersigned authority, by DAVID LEESON, who is personally known to me, on this 3rd day of July, 1997.



NOTARY PUBLIC



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97 JUL -9 AM 11:08
CLERK OF STATE
TALLAHASSEE, FLORIDA