

P97000060824

Sandra E. Winchenbach
529 S.E. 55 Avenue
Ocala, Florida 34471

(352) 694-3534

July 9, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: FINE WOODWORKING BY DESIGN, INC.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50. Please provide a certified copy of the filed articles to the address above.

Thank you for your cooperation.

Sincerely,

Sandra E. Winchenbach

Sandra E. Winchenbach

Enclosures

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-07/10/97--01051--012
****122.50 ****122.50

DEFECTIVE DATE
7/5/97

FILED
97 JUL 10 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/14/97

ARTICLES OF INCORPORATION
OF
FINE WOODWORKING BY DESIGN, INC.

FILED
97 JUL 10 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation is FINE WOODWORKING BY DESIGN, INC.

ARTICLE II: DURATION

EFFECTIVE DATE
7-5-97

The corporation shall have perpetual existence commencing on July 5, 1997.

ARTICLE III: PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV: CAPITAL STOCK

The corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares."

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase her pro-rata share hereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: REGISTERED AGENT

The name and street address of the Registered Agent of the corporation is:

Sandra E. Winchenbach
529 S.E. 35 Avenue
Ocala, Florida 34471

ARTICLE VII: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is:

Fine Woodworking By Design, Inc.
529 S.E. 35 Avenue
Ocala, Florida 34471

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director. The name and address of the initial Board of Directors is:

Sandra E. Winchenbach
529 S.E. 35 Avenue
Ocala, Florida 34471

ARTICLE IX: INCORPORATOR

The name and address of the Incorporator signing these articles is:

Sandra E. Winchenbach
529 S.E. 35 Avenue
Ocala, Florida 34471

ARTICLE X: INDEMNIFICATION


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI: AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 9th day of July, 1997.

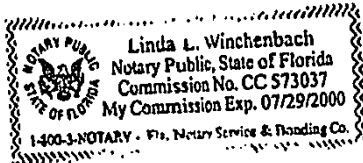
Sandra E. Winchenbach


Incorporator

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME appeared Sandra E. Winchenbach, who is personally known to me, and executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal this 9th day of July 1997.



Linda L. Winchenbach
Notary Public, State of Florida
My commission expires:

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §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 FINE WOODWORKING BY DESIGN, INC.
2. The name and address of the registered agent and office is:

Sandra E. Winchenbach
529 S.E. 35 Avenue
Ocala, Florida 34471

7-9-97
Date

Sandra E. Winchenbach
Sandra E. Winchenbach
Incorporator

FILED
97 JUL 10 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

7-9-97
Date

Sandra E. Winchenbach
Sandra E. Winchenbach