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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 502953 81040A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : August 20, 1997

ORDER TIME : 11:20 AM

ORDER NO. : 502953-005

CUSTOMER NO: 81040A

CUSTOMER: Ms. Pam Henry  
SHELL FLEMING DAVIS & MENGE

Ninth Floor, Seville Tower  
226 Palafox Place  
Pensacola, FL 32501

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-08/20/97--01092--005  
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DOMESTIC FILING

NAME: WOODCRAFT MANUFACTURING  
FABRICATION, INC.

EFFECTIVE DATE:

X        ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X        CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

FILED  
97 AUG 20 PM 12:12  
SEALING OFFICE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 AUG 20 PM 12:25

SN AUG 20 1997

7

SHELL, FLEMING, DAVIS & MENGE

ATTORNEYS AT LAW

PENSACOLA, FLORIDA 32598-1831

THURSTON A. SHELL  
FLETCHER FLEMING  
ROLLIN D. DAVIS, JR.  
BOARD CERTIFIED REAL ESTATE LAWYER  
M. J. MENGE  
DANNY L. KEPNER  
BOARD CERTIFIED CIVIL TRIAL LAWYER  
CHARLES L. HOFFMAN, JR.  
STEPHEN B. SHELL  
MAUREEN DUONAN  
BOARD CERTIFIED CRIMINAL TRIAL LAWYER  
ALSO LICENSED IN NEW YORK  
JAN SHACKELFORD  
PAUL W. GROOM II  
JOHN B. TRAWICK  
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POST OFFICE BOX 1831  
226 PALAFOX PLACE  
NINTH FLOOR SEVILLE TOWER  
AREA CODE 850  
TELEPHONE 434-2411  
FAX # 435-1074

August 18, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Woodcraft Manufacturing Fabrication, Inc.

Dear Ladies:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles and return a certified copy to the undersigned. Our check in the amount of \$122.50 for the filing fee is enclosed.

Should you have any questions regarding this request, please do not hesitate to contact us. Thank you for your cooperation in this matter.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE



Pamela J. Henry  
Secretary for Stephen B. Shell

SBS/pjh  
Enclosures  
B1470-23482

ARTICLES OF INCORPORATION

FILED

OF

97 AUG 20 PM 2:12

WOODCRAFT MANUFACTURING FABRICATION, INC.

STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be WOODCRAFT MANUFACTURING FABRICATION, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to shares of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

**ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the corporation shall be:

4212 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561

The Board of Directors may change the address from time to time to any other address in the State of Florida.

**ARTICLE VII. REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Fred P. Eder  
4212 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**ARTICLE VIII. BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By Laws adopted by the stockholders, but shall never be less than one.

**ARTICLE IX. INITIAL DIRECTOR**

The name of the initial director of this corporation and the street address is:

Fred P. Eder  
4212 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561

The person named as initial director shall hold office for the first year of existence of this corporation or until his successor(s) are elected or appointed and have qualified, whichever occurs first.

#### 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. INCORPORATOR

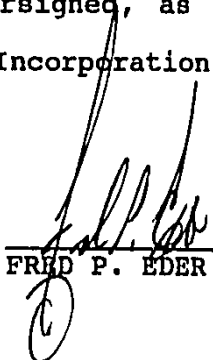
The name and street address of the Incorporator of this corporation are:

Fred P. Eder  
4212 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561

#### ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 13<sup>th</sup> day of August, 1997.

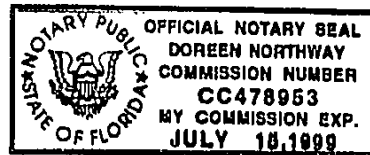
  
\_\_\_\_\_  
FRED P. EDER - INCORPORATOR

STATE OF FLORIDA

COUNTY OF SANTA ROSA

BEFORE ME, a Notary Public, personally appeared Fred P. Eder, who ( x ) is personally known to me or who ( ) has produced \_\_\_\_\_ as identification, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 13 day of August, 1997.

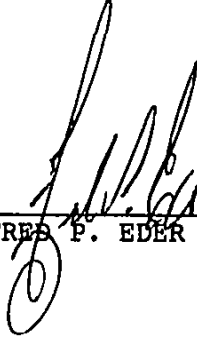
  
Typed Name: DOREEN NORTHWAY  
Notary Public  
My commission expires: \_\_\_\_\_



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for WOODCRAFT MANUFACTURING FABRICATION, INC. at the place designated in the Articles of Incorporation, FRED P. EDER agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: August 13, 1997

  
FRED P. EDER

FILED  
97 AUG 20 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA