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ACCOUNT NO. : 072100000032

REFERENCE : 504395 80510A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 21, 1997

ORDER TIME : 10:48 AM

ORDER NO. : 504395-005

CUSTOMER NO: 80510A

CUSTOMER: Sam T. Steger, Esq.
STEGER & STEGER, P.A.

1st Union Nat'l Bank Building
301 East Ocean Blvd., Ste. 310
Stuart, FL 34994

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-08/21/97--01075--014
****122.50 ****122.50

DOMESTIC FILING

NAME: THE CABINET GALLERY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED
97 AUG 21 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 21 PM 12:17
DIVISION OF CORPORATION

SN AUG 21 1997,

8

STEGER & STEGER, P.A.

ATTORNEYS • AT • LAW

SAM T. STEGER

*Board Certified in Estate Planning and Probate
Board Certified in Real Estate Law*

KAREN O'BRIEN STEGER

Board Certified in Marital and Family Law

Suite 310
First Union Bank Bldg.
301 East Ocean Blvd.
Stuart, FL 34994
(561) 287-8888
FAX: (561) 220-3518

August 19, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

HAND DELIVERED

Re: THE CABINET GALLERY, INC.

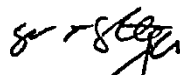
Dear Sirs:

Enclosed are the following items in connection with the above corporation:

1. Original and one copy of the Articles of Incorporation
2. Our check in the amount of \$122.50 representing the filing fee, certified copy charge, designation of registered agent and charter tax.

Please file the enclosed articles and forward a certified copy to this office.

Very truly yours,


Sam T. Steger

STS/hr
Enclosures

cc: Mr. Edward L. Carpentier
Mrs. Cheryl C. Carpentier

ARTICLES OF INCORPORATION

FOR

THE CABINET GALLERY, INC.

FILED

97 AUG 21 PM 2:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms a corporation pursuant to Chapter 607 of the Florida Statutes.

ARTICLE ONE

NAME

The name of this corporation shall be The Cabinet Gallery, Inc.

ARTICLE TWO

DURATION

This corporation shall have perpetual existence.

ARTICLE THREE

PURPOSE

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

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to offer and issue 1,000 shares of \$1.00 par value common stock.

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is: 1280 NW Federal Highway, Stuart, Florida 34994. The name of the initial registered agent of this corporation at that address is: Edward L. Carpentier

ARTICLE SIX

DIRECTORS

This corporation shall have two (2) directors constituting its initial board of directors. The number of directors may be either increased or diminished from time to time by the by-laws of the corporation, but shall never be less than one (1). The names and addresses of the initial members of the board of directors are:

Cheryl C. Carpentier	1280 NW Federal Highway Stuart, Florida 34994
Edward L. Carpentier	1280 NW Federal Highway Stuart, Florida 34994

ARTICLE SEVEN

INCORPORATORS

The names and addresses of the individual signing these Articles of Incorporation as incorporator is:

Cheryl C. Carpentier	1280 NW Federal Highway Stuart, Florida 34994
Edward L. Carpentier	1280 NW Federal Highway Stuart, Florida 34994

ARTICLE EIGHT

PRINCIPAL OFFICE

The principal office of the corporation is 1280 NW Federal Highway, Stuart, Florida 34994. The address of the corporation is: 1280 NW Federal Highway, Stuart, Florida 34994.

ARTICLE NINE

INDEMNIFICATION

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

ARTICLE TEN

PREEMPTIVE RIGHTS

No shareholder shall have any preemptive rights to purchase any new shares of the corporation.

ARTICLE ELEVEN

AMENDMENTS TO ARTICLES AND BY-LAWS

The power to adopt, amend, alter or repeal these Articles of Incorporation shall be reserved to the shareholders. The board of directors shall adopt a set of by-laws and shall be empowered to amend same, from time to time.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 19 day of August, 1997.


CHERYL C. CARPENTIER


EDWARD L. CARPENTIER

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing Articles of Incorporation were acknowledged before me this 19 day of August, 1997 by CHERYL C. CARPENTIER, and EDWARD L. CARPENTIER, who are personally known to me or produced a Florida driver's license as identification and did take an oath.

(NOTARY SEAL)

Sam T. Steger
Printed Name: Sam T. Steger

NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation, EDWARD L. CARPENTIER, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 19 day of August, 1997.


EDWARD L. CARPENTIER

FILED
97 AUG 21 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA