P97000075650



ACCOUNT NO. : 072100000032

REFERENCE: 512319 146486A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : August 28, 1997

ORDER TIME: 9:43 AM

ORDER NO. : 512319-015

CUSTOMER NO:

146486A

CUSTOMER: Paul Larrow, Cpa

LARROW ACCOUNTING SERVICE

403 S.e. 32nd Street 3501 Del Prado Boulevard Cape Coral, FL 33904-4134

DOMESTIC FILING

NAME:

C & A COUNTERTOPS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

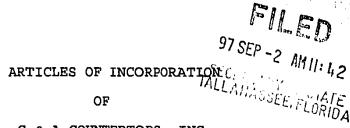
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:



C & A COUNTERTOPS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

C & A COUNTERTOPS, INC.

The address of the principal office of this corporation shall be 3501 Del Prado Boulevard, Suite 205, Cape Coral, Florida 33904, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3501 Del Prado Boulevard, Suite 205, Cape Coral, Florida 33904, and the name of the initial registered agent of the corporation at that address is Paul L. Larrow.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Derek Ward Dir.

11526 Dean Street Bonita Springs, Florida 34125

Jill A. Ward Dir.

11526 Dean Street Bonita Springs, Florida 34125

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc. 1201 Hays Street Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on September 2, 1997.

It's Agent, Deborah D. Skipper Incorporator

DBC/RWW

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

Paul L. Larrow, an individual residing in this state, having a business office located at 3501 Del Prado Blvd., Suite 205; Cape Coral, Florida 33904, and having been designated as the Registered Agent in the above and foregoing Article of Incorporation of:

C & A COUNTERTOPS, INC.

Paul L. Larrow is familiar with and accepts the obligations of the position of Registered Agent under Section 607-0505, Florida statutes.

By: Paul L. Larrow

Paul L. Larrow

Paul L. Larrow