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FROM: MATT WEINSTEIN, ATTORNEY

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NAME: FLORIDA CUSTOM CLOSETS AND CABINETS

AUDIT NUMBER ..... H98000001600 (9)

DOC TYPE ..... FLORIDA PROFIT CORPORATION OR P.A.

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H-98-1600

**ARTICLES OF INCORPORATION  
of  
FLORIDA CUSTOM CLOSETS AND CABINETS, INC.**

*Article I - Name*

The name of this Corporation is:  
**FLORIDA CUSTOM CLOSETS AND CABINETS, INC.**

*Article II - Principal Office and Mailing Address*

The principal office and mailing address of the Corporation shall be  
8077 West 21st Ct., Hialeah, FL 33016

*Article III - Duration*

This Corporation shall have perpetual existence, commencing on the date of filing of these Articles.

*Article IV - Purpose*

This Corporation is organized for the purpose of engaging in the provision of services; in the import, export, purchase and sale of wholesale and retail goods and in any business permitted by law.

*Article V - Powers*

The Corporation shall have all the Corporate Powers enumerated in the Florida General Corporations Act, Florida Statutes, Chapter 607, et. seq.

*Article VI - Capital Stock*

This Corporation is authorized to issue three hundred shares of no par value common stock. Said stock shall be issued pursuant to a plan under §1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said Stock shall be payable in cash, services or property other than stock or securities in lieu of cash at a just valuation to be determined by the Board of Directors.

*This Document prepared for electronic filing by:*  
**MATT WEINSTEIN, Attorney at Law, fbn 113320**  
9300 So. Dadeland Blvd., Suite 408  
Miami, Florida 33156  
ph. 305-670-5200

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*Article VII - Rights of Shareholders*

Except as otherwise provided by law, the entire voting power for the selection of Directors, the adoption of By-Laws, and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares. At their option the affairs of the Corporation may be managed by the Shareholders.

*Article VIII - Initial Registered Office and Agent*

The Street Address of the Initial Registered Office of this Corporation is:

8077 West 21st Ct., Hialeah, FL 33016

The initial Registered Agent of the Corporation at that address is:

MARSHALL FRIEDLANDER

*Article IX - Incorporators*

The name and address of the persons signing these Articles of Incorporation are:

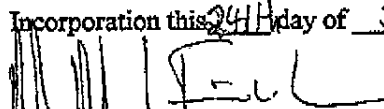
MARSHALL FRIEDLANDER, 11066 SW 70th Terr., Miami, FL 33173.

LENORE FRIEDLANDER, 11066 SW 70th Terr., Miami, FL 33173.

*Article X - Amendment*

This Corporation reserves the right to amend or repeal, in the manner provided by law, the provisions contained in these Articles or any Amendments thereto, and any rights conferred upon Shareholders is subject to this reservation.

IN WITNESS WHEREOF the Undersigned Incorporators have executed these Articles of Incorporation this 24th day of JANUARY, 1998, at Miami - Dade County, State of Florida.

  
MARSHALL FRIEDLANDER

  
LENORE FRIEDLANDER

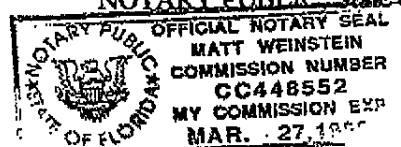
STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared: MARSHALL FRIEDLANDER and LENORE FRIEDLANDER, who, being personally known to me, or who produced the following

ted identification:  
executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed same for the purposes therein expressed.

WITNESS my hand and seal this 24 day of JANUARY, 1998.

  
NOTARY PUBLIC, State of Florida



H-98-1600


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**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

The Undersigned hereby accepts Designation as the Initial Registered Agent of  
**FLORIDA CUSTOM CLOSETS AND CABINETS, INC.**

I understand that I shall remain as Registered Agent until I have either resigned or a successor has been appointed by the Corporation and that no such resignation or succession is effective until both the Corporation and the Secretary of State of Florida have been notified in the manner required by law. I understand that as Registered Agent I am required to be available at the Registered Office of the Corporation during normal business hours for receipt of Process and for such other purposes as required by Florida Statutes.

Signed this 24<sup>th</sup> day of January, 1998.

  
REGISTERED AGENT, MARSHALL FRIEDLANDER

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