

GARY D. MALFELD
ATTORNEY AND COUNSELLOR AT LAW

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P98000021972

March 6, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attention: Ms. Beth Register

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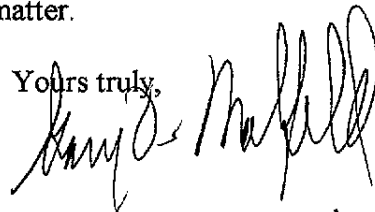
Re: **South Florida Door & Trim, Inc.**

Dear Ms. Register:

As per our telephone of March 4, 1998, enclosed please find my trust account check number 2011 made payable to the Secretary of State for Corporations in the amount of \$122.50 for the incorporation of the company referenced above. Please return a certified copy of the article to me at your earliest possible convenience.

Thank you for your anticipated cooperation in this matter.

Yours truly,



Gary D. Malfeld

GDM/mm

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98 MAR -9 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 4, 1998

GARY D MALFELD, ESQUIRE
420 S DIXIE HWY
SUITE 2-C
CORAL GABLES, FL 33146

SUBJECT: SOUTH FLORIDA DOOR & TRIM, INC.
Ref. Number: W98000004751

We have received your document for SOUTH FLORIDA DOOR & TRIM, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

Your document will be retained in our pending file.

The corporate filing fees for profit and nonprofit, domestic or foreign are as follows:

Filing Fees	\$35.00
Registered Agent Designation	\$35
Certified Copy	\$52.50
Total Fee Due	\$122.50

If you have any further questions concerning your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 298A00011820

ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA DOOR & TRIM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

SOUTH FLORIDA DOOR & TRIM, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the State of Florida and of the United States of America; except that it is not to conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company, a building and loan association, mutual life insurance association, cooperative association, fraternal benefits society, state fair or exposition.

ARTICLE III - SHARES OF STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

1,000 shares @ \$1.00 par value

ARTICLE IV - DURATION

The Corporation is to have perpetual existence, commencing

upon the filing of these Articles with the Department of State.

**ARTICLE V- REGISTERED OFFICE AND AGENTS
AND PRINCIPAL OFFICE**

The address of the Corporation's initial registered office and the name of its initial registered agent at such address are as follows: Gary D. Malfeld, Esquire, at 420 South Dixie Highway, Suite 2-C, Coral Gables, Florida 33146. The initial address of the principal office:

15261 S.W. 152 Terr., Miami, Florida 33187

ARTICLE VI - RESIDENT AGENT

Pursuant to the provisions of Section 48.091, Florida Statutes, the following is the designation of the Resident Agent on whom service of process may be made: Gary D. Malfeld, Esquire

ARTICLE VII - DIRECTORS

This Corporation shall have 2 director (s) initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the Members of the First Board of Directors who shall hold office until her successors are elected and qualified, is as follows:

NAME	ADDRESS
Andrew D. Melogy II	9020 S.W. 156 Street, Miami, Florida 33157
Frederick H. Rausser	15261 S.W. 152 Terr., Miami, Florida 33187

ARTICLE IX - INCORPORATORS

The name (s) and address (es) of the person (s) signing

these Articles of Incorporation as Incorporator (s) are:

NAME	ADDRESS
Andrew D. Melogy II	9020 S.W. 156 Street, Miami, Florida 33157
Frederick H. Rausser	15261 S.W. 152 Terr., Miami, Florida 33187

ARTICLE X - 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 the Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - REGULATION OF BUSINESS

The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and to create, define, limit, and regulate the powers of the corporation, and the shareholders:

A. If the by-laws of the corporation so provide, any meeting of the shareholders may be held either within or without the State of Florida and the books and records of the corporation may be kept at such place or places outside the State of Florida as may be designated, at any time, or from time to time, by the shareholders, unless otherwise provided by the laws of Florida.

B. No contract or other transaction between the Corporation

and one or more of its shareholders are directors or officers, or are financially interested shall be either void or voidable because of such relationship or interest or because such shareholder or shareholders are present at the meeting which authorizes, approves, or ratifies such contract or transaction, or because his or their votes counted for such purpose if:

The fact of such relationship or interest is disclosed or known to the shareholders which authorize, approve or ratify the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested shareholders; or
The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the shareholders.

Such common or interested shareholders may be counted in determining the presence of a quorum at a meeting of the shareholders which authorizes, approves or ratifies such contract or transaction.

C. The stock in the corporation is issued pursuant to the provisions of Section 1244 of the Internal Revenue Code.

D. In the event a certificate of stock is lost, stolen or destroyed, the corporation may issue a replacement certificate without requiring the surrender of the certificate for cancellation, provided that the shareholder in whose name the certificate was registered shall provide an affidavit setting forth the circumstances under which such certificate was lost,

stolen or destroyed, and provided said shareholder agrees in writing to indemnify and hold the corporation harmless from and against any and all claims, actions, and suits, whether groundless or otherwise, and from and against any and all liabilities, losses, damages, costs, charges, counsel fees, and other expenses, of every nature and character, which the corporation at any time shall or may sustain or incur by reason of any claim or demand which may be made as a result of the issuance of such new certificate.

E. The corporation and the holders of a majority or more of the shares of the corporation shall have the power to enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the corporation or any part thereof. If at any time the holders of a majority or more of the shares of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of shares of the corporation or any part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out on its part the terms of any such agreement and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement provided that a copy of such agreement be filed in the principal office of the corporation, and provided further that notice of the existence of such provision be noted


conspicuously on the face or back of each and every certificate of shares subject to the terms and conditions of any such agreement.

F. The corporation reserves the right to amend, alter, change or repeal any or all of the provisions contained in these Articles of Incorporation, in the manner now or thereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

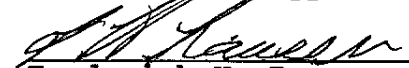
ARTICLE XII - PRE-EMPTIVE RIGHT

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuances of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, We have hereunto set our hand and seal on this 25 day of February, 1998.



Andrew D. Melogy II, Incorporator



Frederick H. Rausser, Incorporator

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, Andrew D. Melogy II and Frederick H. Rausser, respectively, well known to me to be the persons who subscribed to these Articles of Incorporation, who did/did not take an oath, and acknowledged before me that they executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

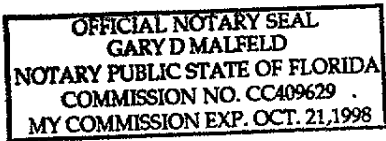
SWORN TO AND SUBSCRIBED before me, this 25 day of

February 25 of 1998.

Drivers licenses produced

Gary D. Malfeld
NOTARY PUBLIC

Seal:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
PERSON UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 607.034 Florida Statutes, the following
is submitted in compliance with said Act:

THAT **South Florida Door & Trim, Inc.**, desiring to organize
under the laws of the State of Florida has named GARY D.
MALFELD, whose office is located at 420 South Dixie Highway,
Suite 2-C, Coral Gables, Florida 33146, as its agent to accept
service of process within the State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above
stated Corporation, at the place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at
Coral Gables, Dade County, Florida, on this 25 day of
February, 1998.

By: Gary D. Malfeld

Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA