

P980000-34033

April 8, 1998

EUROPEAN DESIGN CUSTOM CABINETS, INC.  
6280 TOPAZ COURT  
FORT MYERS, FLORIDA 33912  
941-275-8886

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-04/13/98--01026--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: EUROPEAN DESIGN CUSTOM CABINETS, INC.

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for EUROPEAN DESIGN CUSTOM CABINETS, INC., along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return to me with the filing date stamped on it.

Thank You,

  
RONALD K. McAFEE  
Enclosures

Rmc  
4/14/98

FILED  
98 APR 13 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
EUROPEAN DESIGN CUSTOM CABINETS, INC.**

**FILED**

**98 APR 13 PM 3:11**

**ARTICLE I      NAME**

The name of this corporation shall be EUROPEAN DESIGN CUSTOM CABINETS, INC. **SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLE II      COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department Of State. This corporation's duration shall be perpetual.

**ARTICLE III      PURPOSE**

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

**ARTICLE IV      CAPITAL STOCK**

This corporation shall have the authority to issue 300 shares of Common Stock, with a par value of \$1.00 per share of common stock.

**ARTICLE V      PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI      TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

**ARTICLE VII INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's By-Laws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

RONALD K. McAFEE  
6280 TOPAZ COURT  
FORT MYERS, FLORIDA 33912

RON McAFEE JR.  
6280 TOPAZ COURT  
FORT MYERS, FLORIDA 33912

**ARTICLE VIII INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE IX PRINCIPAL OFFICE &  
INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 6280 TOPAZ COURT, FORT MYERS, FLORIDA 33912.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: RONALD K. McAFEE.

**ARTICLE X INCORPORATOR**

The name and address of the individual who will serve as this corporation's incorporator is: RONALD K. McAFEE, 6280 TOPAZ COURT, FORT MYERS, FLORIDA 33912.

**ARTICLE XI AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
RONALD K. McAFEE - Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

**FILED**

**98 APR 13 PM 3:11**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is EUROPEAN DESIGN CUSTOM CABINETS, INC.
2. The name and address of the registered agent and office of the corporation is: RONALD K. M<sup>C</sup>AFFEE, 6280 TOPAZ COURT, FORT MYERS, FLORIDA 33912.

Dated this 8 day of APRIL, 1998.

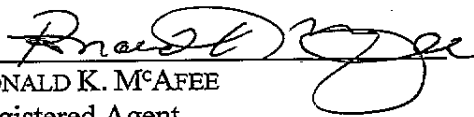
EUROPEAN DESIGN CUSTOM CABINETS, INC.

By:

  
RONALD K. M<sup>C</sup>AFFEE  
President

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 8 day of APRIL, 1998.

  
RONALD K. M<sup>C</sup>AFFEE  
Registered Agent