

P98000049267

ULTIMATE REMODELING

2247 Palm Beach Lakes Blvd. Suite 201
West Palm Bch, Fl 33409
561-688-1683
fax 697-9540

May 27, 1998

Please return the certified copies.

I have enclosed \$122.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ULTIMATE REMODELING, INC.

The undersigned, for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is **ULTIMATE REMODELING, INC.** The principal place of business of this corporation shall be: **2247 Palm Beach Lakes Blvd. Suite 201 West Palm Bch, Fl 33409.**

ARTICLE II DURATION

This corporation shall exist perpetually.

ARTICLE III NATURE OF BUSINESS

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

ARTICLE IV TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is Seven Thousand Five Hundred (7500), all of which shall be common shares having a par value of One Dollar (1.00) per share.

ARTICLE VI PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VII OFFICERS DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

DIRECTOR: Michael E. Sands
5078 Willow Pond Rd.
West Palm Bch, Fl 33417

PRESIDENT: Michael E. Sands
5078 Willow Pond Rd.
West Palm Bch, Fl 33417

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VICE

PRESIDENT: Norman Raphael
22190 Appleton Dr.
Boca Raton, Fl 33428

SECRETARY: Michael E. Sands
5078 Willow Pond Rd.
West Palm Bch, Fl 33417

TREASURER: John C. Franta
5250 N. Ocean Dr. #7
Singer Island, Fl 33404

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is:

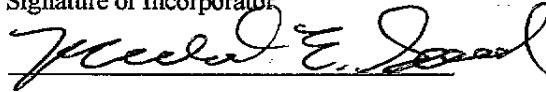
Michael E. Sands, 5078 Willow Pond Rd.
West Palm Bch, Fl 33417

ARTICLE IX SPECIAL PROVISION

Contracts, Leases or any documents for the purpose of obtaining credit or creating Liability shall only be qualified by the current Director or President. This provision may only be changed by Corporate Resolution.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of May, 1998.

Signature of Incorporator



STATE OF FLORIDA
COUNTY OF PALM BEACH

THE FOREGOING instrument was acknowledged and sworn to before me this 26th day of May, 1998, by
MICHAEL E. SANDS of ULTIMATE REMODELING, INC.



(SEAL)

NOTARY PUBLIC



My Commission Expires: 2-12-2000

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ULTIMATE REMODELING, INC.
2. The name and address of the registered agent and office is:

Michael E. Sands
5078 Willow Pond Rd. W.
West Palm Bch, Fl 33417

SIGNATURE


(Corporate Officer)

TITLE: President

DATE: May 26, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES.

SIGNATURE


(Registered Agent)

DATE

May 26, 1998

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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE,
FL 32314