

**RIVES & RIVES**  
ATTORNEYS AT LAW

HOWARD P. RIVES, III

MARIE T. RIVES

1265 SOUTH MYRTLE AVENUE  
CLEARWATER, FLORIDA 33756  
TELEPHONE: (813) 441-2456  
FAX: (813) 442-6844

**P98000052315**  
June 8, 1998

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

400002553164--7  
-06/09/98--01081--011  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: Cabinet Resources, Inc.**

Gentleperson(s):

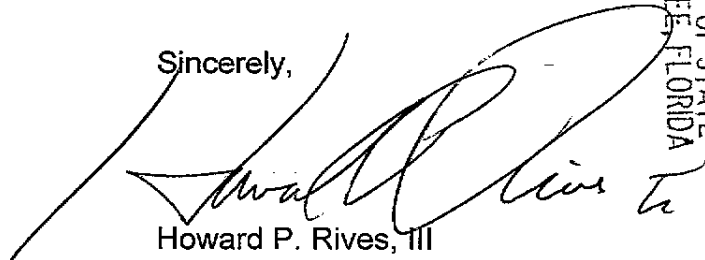
Enclosed herewith please find an original plus one copy of the Articles of Incorporation for the above referenced corporation. Please file same and provide Charter number together with a certified copy of the Articles of Incorporation in the enclosed return stamped envelope.

Additionally, please send to this office, via facsimile to (813) 442-6844, a copy of the filed Articles of Incorporation. Also enclosed is our attorney's check in the amount of \$122.50, which includes the cost of a certified copy.

If there are any questions, please do not hesitate to contact this office.

Thank you for your prompt attention to this matter.

Sincerely,

  
Howard P. Rives, III

HPR/mcar/encs.

C:\FILES\CORPORATE\CORP LETTER\MARCY\STATE\FILE ANY INQ

Sent via FedEx  
# 80689285437

FILED  
98 JUN -9 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Mo-11-98*

**Articles of Incorporation  
of  
Cabinet Resources, Inc.**

FILED  
98 JUN -9 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WILLIAM J. STEEN, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation under and by virtue of the laws of the State of Florida under the following proposed charter:

**ARTICLE I - NAME/ADDRESS**

The name of this corporation shall be Cabinet Resources, Inc., and its business shall be carried on in the State of Florida and such other states and countries as may be agreed upon, and its principal place of business shall be 700 Starkey Road, Suite 354, Largo, Florida 33771, or such other place as from time to time is designated.

**ARTICLE II - PURPOSE**

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The total number of shares that may be issued by the corporation is 7,500 shares of common stock, which a par value of \$1.00 PER SHARE, which stock may be issued in fractional shares and may be in whole or in part canceled and reissued at any time in compliance with the By-Laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

**ARTICLE IV - DURATION**

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

## **ARTICLE V - OFFICES AND DIRECTORS**

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than one member, as may be by the corporation provided, who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-Laws or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The names and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

William J. Steen, President and Sole Director  
700 Starkey Road, Suite 354  
Largo, Florida 33771

## **ARTICLE VI - INCORPORATOR**

The name and address of the incorporator to these Articles Is

William J. Steen  
700 Starkey Road, Suite 354  
Largo, Florida 33771

## **ARTICLE VII - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

## **ARTICLE VII - POWERS**

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

## ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


## ARTICLE X - INITIAL REGISTERED AGENT

The initial registered agent of the corporation and his address shall be as follows:

William J. Steen  
700 Starkey Road, Suite 354  
Largo, Florida 33771

In ~~Witness Whereof~~ <sup>th</sup>William J. Steen has hereunto subscribed his hand and seal to these Articles of Incorporation this 5<sup>th</sup> day of June, A.D., 1998.

Signed, Sealed and Delivered in the presence of:

  
Howard P. Rives, III                      Witness

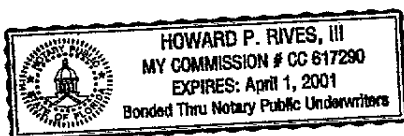
 (Seal)  
William J. Steen

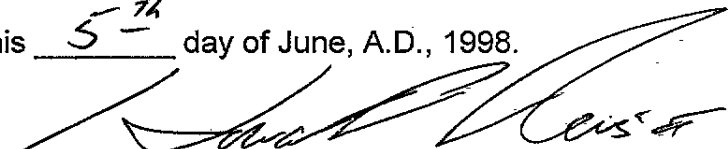
  
Katherine E. Fincher                      Witness

**STATE OF FLORIDA : COUNTY OF PINELLAS } ss.:**

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, WILLIAM J. STEEN, who is either personally known to me or who produced identification, executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same of the purposes therein expressed.

WITNESS my hand and official seal this 5<sup>th</sup> day of June, A.D., 1998.



  
Print Name: Howard P. Rives, III  
Notary Public, State of Florida  
Personally known: \_\_\_\_\_ Produced Identification: \_\_\_\_\_  
Type of Identification Produced: \_\_\_\_\_

**CERTIFICATE DESIGNATING PLACE OF RESIDENCE  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that Cabinet Resources, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Largo, County of Pinellas, State of Florida, has named William J. Steen, located at 700 Starkey Road, Suite 354 Largo, Florida 33771, County of Pinellas, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at 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.

  
\_\_\_\_\_  
WILLIAM J. STEEN

**FILED**  
98 JUN -9 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA