

HERNANDO ACCOUNTING/TAX SERVICE, INC.

5388 SPRING HILL DRIVE

SPRING HILL, FL. 34606

P080000076544

August 21, 1998

Division Of Corporations  
FL. Department Of State  
Post Office Box 6327  
Tallahassee, FL. 32314

500002628275--1  
-08/31/98--01019--012  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Secretary Of State:

Enclosed, for filing, is the original *Articles Of Incorporation* of A & K Cabinetwerks, Inc.  
Also included is a check payable to FL. Department of State, in the amount of \$ 122.50,  
to cover:

\$ 35.00	Filing Fee
35.00	Registered Agent Designation
<u>35.00</u>	Certified Copy
\$ 122.50	

Please return the certified copy, as filed, to our office at the address listed herein.

Thanking you, in advance,

*Michael D. Rego*

Michael D. Rego  
President

FILED  
98 AUG 31 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1

*Handwritten signature*

ARTICLES OF INCORPORATION  
OF

A & K CABINETWERKS, INC.

FILED  
98 AUG 31 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, THE UNDERSIGNED, HEREBY ORGANIZE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES AND LIABILITIES OF CORPORATIONS FOR PROFIT:

ARTICLE I-NAME AND PRINCIPAL OFFICE

THE NAME OF THE CORPORATION SHALL BE:

A & K CABINETWERKS, INC.

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE CORPORATION SHALL BE:

12411 TANSBORO STREET  
SPRING HILL, FL. 34608

ARTICLE II-DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING ON SEPTEMBER 1, 1998.

ARTICLE III-PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

ARTICLE IV -CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 7,000 SHARES OF \$1.00 PAR VALUE STOCK, WHICH SHOULD BE DESIGNATED "COMMON SHARES".

ARTICLE V-CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION WILL BEGIN SHALL BE \$100.00

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

12411 TANSBORO STREET  
SPRING HILL, FL. 34608

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

ALLEN WERKMEISTER

ARTICLE VII

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY A MAJORITY VOTE OF THE STOCKHOLDERS, BUT IT SHALL NEVER BE LESS THAN ONE.

ARTICLE VIII

THE NAMES AND STREET ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE AS FOLLOWS:

ALLEN WERKMEISTER PRESIDENT  
12411 TANSBORO STREET  
SPRING HILL, FL. 34608

KELLY WERKMEISTER SEC/TR.  
12411 TANSBORO STREET  
SPRING HILL, FL. 34608

ARTICLE IX-INCORPORATORS

THE NAME AND ADDRESS OF THE INITIAL SUBSCRIBER SIGNING THESE ARTICLES IS AS FOLLOWS:

ALLEN WERKMEISTER  
12411 TANSBORO STREET  
SPRING HILL, FL. 34608

ARTICLE X-AMENDMENT

THE CORPORATION RESERVES THE RIGHT TO AMEND, ADDEND, OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, ANY RIGHT CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

ARTICLE XI-BY-LAWS

THE POWER TO ADOPT, ADDEND, AMEND, OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE XII-ADOPTION OF BY-LAWS

A SPECIAL MEETING OF THE SUSCRIBERS OR THEIR ASSIGNS SHALL BE HELD, UPON THE CALL OF THE PRESIDENT, FOR THE PURPOSE OF COMPLETING THE ORGANIZATION OF THE CORPORATION AND THE ADOPTION OF THE BY-LAWS AND THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING.

ARTICLE XIII-TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

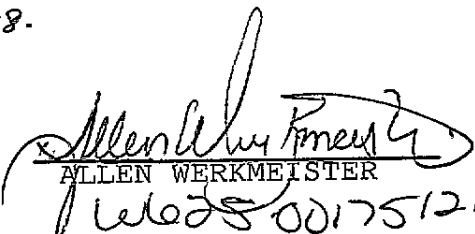


ARTICLE XIV-RESTRICTIONS OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

ALLEN WERKMEISTER	100 SHARES
KELLY WERKMEISTER	100 SHARES

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH, AND THE TIME WITHIN WHICH, SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION.

IN WITNESS WHEREOF, I/WE HAVE HEREUNTO SUBSCRIBED MY/OUR NAME AND AFFIX OUR SEAL TO THESE ARTICLES OF INCORPORATION, ON THIS *28* DAY OF *August*, *1998*.

  
ALLEN WERKMEISTER  
*1602800175128*  
  
Jennifer Apel  
MY COMMISSION # CC616845 EXPIRES  
January 28, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.  



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

A & K CABINETWERKS, INC.

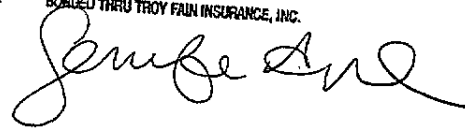
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION AT 12411 TANSBORO STREET, SPRING HILL, FL., COUNTY OF HERNANDO, STATE OF FLORIDA, HAS ACCEPTED ALLEN WERKMEISTER AT 12411 TANSBORO STREET, SPRING FL., AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT: HAVING BEEN NAMED TO ACCEPT SERVICE FOR  
PROCESS FOR THE ABOVE NAMED STATED CORPORATION, AT THE  
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT  
IN THIS CAPACITY AND AGREE TO COMPLY WITH WITH THE  
PROVISIONS OF THE SAID ACT RELATIVE TO KEEPING OPEN SAID  
OFFICE.

  
ALLEN WERKMEISTER  
W62508751280



Jennifer Apel  
MY COMMISSION # CC616845 EXPIRES  
January 28, 2001  
BONDED THRU TROY FAUN INSURANCE, INC.



FILED  
98 AUG 31 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA  
COUNTY OF HERNANDO

BEFORE ME PERSONALLY APPEARED ALLEN WERKMEISTER TO ME WELL  
KNOWN AND KNOWN TO ME TO BE THE PERSON(S) DESCRIBED IN AND  
WHO EXECUTED THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO  
AND BEFORE ME THAT HE/SHE EXECUTED SAID INSTRUMENT FOR THE  
PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL, THIS 28 DAY OF  
August 1998.

NOTARY PUBLIC, STATE OF FLORIDA

Jennifer Apel  
PRINT, TYPE OR STAMP NAME OF  
NOTARY PUBLIC



Jennifer Apel  
MY COMMISSION # CC616845 EXPIRES  
January 28, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

PERSONALLY KNOWN \_\_\_\_\_ OR

TYPE OF IDENTIFICATION PRODUCED fc W625-001-75-1280

**FILED**  
98 AUG 31 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA