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September 14, 1998

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

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*****78.75 *****78.75

ATTN: New Filings

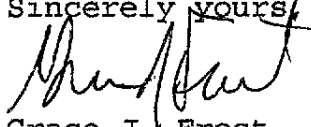
RE: Cabinets & Interiors Direct, Inc.

To Whom It May Concern;

Enclosed please find two copies of Articles of Incorporation for the above corporation. Also enclosed is a check in the amount of \$78.75 which represents your fee for filing and a certificate.

Thank you for your time and consideration in this matter and should you have any questions please do not hesitate to contact me.

Sincerely yours,


Grace J. Frost
3114 Hawthorne Road
Tampa, FL 33611
(813) 835-6853

98 SEP 18 PM 2:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED
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Wax-21574



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ARTICLES OF INCORPORATION FOR
CABINETS & INTERIORS DIRECT, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES I - NAME

The name of this corporation is CABINETS & INTERIORS DIRECT, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized and incorporated for the purpose of carrying on any and all lawful business.

ARTICLE IV - CAPITOL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 per value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3114 Hawthorne Road, Tampa, Florida 33611 and the name of the initial registered agent of this corporation is Grace J. Frost.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director/stockholder and (1) director, initially. The number of directors may be increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the director/shareholder of this corporation is Grace J. Frost mailing address: 3114 Hawthorne Road, Tampa, Florida 33615 and Director: J. Keith Lampley, 6804 Harbor View Way, Tampa, FL 33615.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is: Grace J. Frost 3114 Hawthorne Road, Tampa, FL and J. Keith Lampley 6804 Harbor View Way, Tampa, FL 33615.

ARTICLE VIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right of rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation required by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation at any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments referring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

CUMULATIVE VOTING RIGHTS

The principle of cumulative voting shall apply in all elections of directors of the corporation. Each stockholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all his votes for a signal candidate, or may divide and distribute his votes among any two or more candidates, as he may see fit. Each stockholder may, if he desires, cast fewer than all the votes to which he is entitled at an election of directors, but no ballot shall be valid if the total votes shown thereof are in excess of the total number of votes to which the stockholder casting such a ballot is entitled.

At any such election, the candidates receiving the highest number of votes, up to the number of directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the board of directors.

STOCKHOLDERS MEETINGS

The presence, at any stockholder's meeting, in meeting, in person or by proxy, of person entitled to votes 51% of the shares of the corporation then issued and outstanding shall constitute a quorum of the transaction of business.

The affirmative vote of 66 2/3% of the shares represented at a meeting at which a quorum is present shall be the act of the stockholders.

The following actions shall require the affirmative vote or

written consent of the holders of at least 66% of all shares issued and outstanding.

(1) Amendment of these articles of incorporation to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions or special or relative rights of any of, the classes or stock, or to create any new class or classes of stock.

(2) Merger or consolidation with or into any other corporation other than a corporation wholly owned or controlled by the corporation, or the sale, lease, conveyance, exchange, transfer or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation, or winding up of all the corporation,

The affirmative vote of 66% of the shares of the corporation represented at a meeting at which a quorum is present shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the corporation with or into any other corporation or sell, lease or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate or wind up its affairs.


ARTICLE X - EFFECTIVE DATE

Articles of Incorporation shall be effective September 15, 1998.

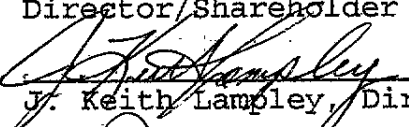
ARTICLE XI - AMENDMENT

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.

The undersigned incorporator has executed these Articles of Incorporation this the 14 day of September, 1998.



Grace J. Frost
Director/Shareholder



J. Keith Lampley, Director

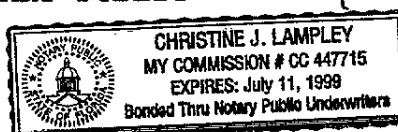
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

SWORN TO AND SUBSCRIBED, before me this the 14 day of
September, 1998.

MY COMMISSION EXPIRES:



NOTARY PUBLIC



REGISTERED AGENT ACKNOWLEDGMENT

I, Grace J. Frost, as registered agent for Cabinets & Interiors Direct, Inc., do hereby acknowledge and confirm that I am aware of the duties and responsibilities of a registered agent and accept same as my obligation.

Dated this the 14 day of September, 1998



Grace J. Frost
Registered Agent

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TALLAHASSEE FLORIDA