

P 980000090529

ARLENE LLOYD HAN

ATTORNEY AT LAW
POST OFFICE BOX 6788
FORT MYERS, FLORIDA 33911

FAX/TELEPHONE (941)418-1292

000002670850--3

-10/23/98--01002--006

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

October 14, 1998

Ms. Bobbie Cox
Administrator, New Filings Section
Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida

FILED
98 OCT 23 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

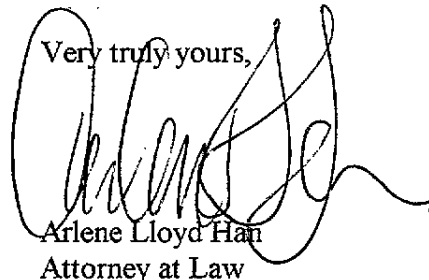
RE: HI-MAR CABINETS, INC.

Dear Ms. Cox:

As per our conversation today, enclosed you will find my check in the amount of \$78.75 and Articles of Incorporation for Hi-Mar Cabinets, Inc. for filing. Also enclosed is a copy of the articles for certification and return to my office.

Thank you very much for the information and advice you provided me concerning "name availability" procedures, and for your professional courtesy and consideration.

Very truly yours,



Arlene Lloyd Han
Attorney at Law

ALH/pt

10/23/98
mjm

ARTICLES OF INCORPORATION

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act., hereby adopts the following Articles of Incorporation:

I.

CORPORATE NAME

The name of this corporation shall be:

HI-MAR CABINETS, INC.

II.

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office shall be:

1959 NORTH PINE DRIVE,
FORT MYERS, FLORIDA 33907

FILED
98 OCT 23 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

III.

NATURE OF CORPORATE BUSINESS

This corporation is organized to have the following purpose:

- A. To engage in any activity or business permitted under the laws of the United States and of the State of Florida,
- B. Cabinet construction.

IV.

COMMON STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at no par value.

V.

DURATION

This corporation shall have perpetual existence.

VI.

INITIAL REGISTERED AGENT
AND
INITIAL REGISTERED OFFICE

Harold Martin
1959 N. Pine Drive
Fort Myers, Florida 33907

VII.

THE INCORPORATOR IS:

Harold Martin
1959 N. Pine Drive
Fort Myers, Florida 33907

VIII.

BOARD OF DIRECTORS

The number of directors may be altered from time to time by laws adopted by the stockholder. However, the corporation shall have no less than one (1) director at any time. The name and address of the initial director of this corporation is:

Harold Martin
1959 N. Pine Drive
Fort Myers, Florida 33907

IX.

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of share, and inviting him to exercise his pre-emptive rights. This right may also be within thirty (30) days of receipt of notice from the corporation.

X.

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings, evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI.

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII.

BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the Board of Directors and Shareholders, provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation. IN WITNESS WHEREOF, the undersigned Incorporator in the State of Florida this 8 day of October 1998.

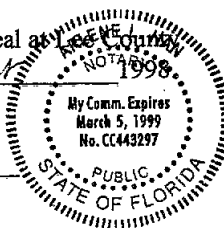
Harold Martin
Harold Martin
Incorporator

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME the undersigned authority, personally appeared Harold Martin who is to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Lee County, Florida in said county and state this 8th day of October 1998.

Arlene L. Han
Notary



I hereby am familiar with and accept the duties and responsibilities as registered agent for the said corporation.

Harold Martin
Registered Agent

BEFORE ME, the undersigned authority, personally appeared Harold Martin who is to me known to be the person described in and who executed the foregoing as registered agent.

Arlene L. Han
Notary

