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PETER S. VAN KEUREN
ATTORNEY AT LAW

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1001 ALTERNATE A1A
JUPITER, FLORIDA 33477
(561) 748-9923
(561) 743-7342 (FAX)

November 6, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 *****78.75

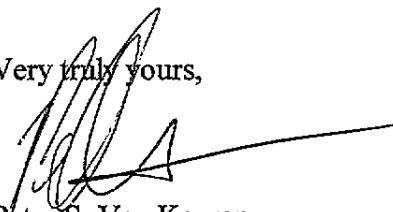
Re.: Articles of Incorporation for Door Depot of Palm Beach, Inc.

Dear Sir or Madam:

Enclosed please find a check in the amount of \$122.50 for the filing of the enclosed Articles of Incorporation, Designation of Registered Agent, and a certified copy of the Articles of Incorporation. Please return the certified copy of the Articles to me at the above address.

If you have any questions please let me know.

Very truly yours,


Peter S. Van Keuren

FILED
98 NOV -9 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. Hall

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**ARTICLES OF INCORPORATION
OF
DOOR DEPOT OF PALM BEACH, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files these Articles for the purpose of becoming a corporation under the Laws of the State of Florida.

**ARTICLE I
Name of Corporation**

The name of this corporation shall be **DOOR DEPOT OF PALM BEACH, INC.**

**ARTICLE II
Principal and Mailing Address**

The principal office of the corporation shall be located at and the mailing address of the corporation shall be:

1033 Wynndale Way
Lantana, Florida 33462

**ARTICLE III
Perpetual Existence**

The corporation shall begin its existence upon the filing of these Articles of Incorporation by the Secretary of the State of Florida and shall have perpetual existence thereafter.

**ARTICLE IV
Authorized Business**

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

**ARTICLE V
No Limitation of Powers**

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE VI
Name and Address of Incorporator

The name and address of the incorporator of this corporation is:

Peter S. Van Keuren, Esq.
1001 Alternate A1A
Jupiter, Florida 33477

Said incorporator is over the age of eighteen (18) years; is *sui juris*; and a citizen of the United States.

ARTICLE VII
Registered Agent

Pursuant to Section 48.091, Florida Statutes, the following named person is designated as
Registered Agent for this corporation to accept service of process within the State of Florida:

Peter S. Van Keuren
1001 Alternate A1A
Jupiter, Florida 33477

ARTICLE VIII
Governing Board of Directors

- A. One director shall constitute the initial Board of Directors of the corporation, but the
by-laws may provide for such increase or decrease in number thereof as authorized by law.
- B. The names and addresses of the members of the first Board of Directors are:

Nancy Anne Perry Morris
1033 Wynndale Way
Lantana, Florida 33462

ARTICLE IX
Preemptive Rights

The shareholders of the corporation shall have full preemptive rights.

ARTICLE X
Share Structure

The aggregate number of shares which the corporation is authorized to issue is 10,000.

Such shares shall be of a single class of common stock and shall have a par value of \$1.00.

ARTICLE XI
Transfer of Shares

Before there can be a valid sale or transfer of any of the shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of

or may be mailed to them at their last known address as such address may appear on the books of the corporation. Within thirty (30) days after the mailing or delivering of the copies of the orders to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

B. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such share as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.


C. If all the shares to be sold or transferred are not disposed of under such apportionment,

or may be mailed to them at their last known address as such address may appear on the books of the corporation. Within thirty (30) days after the mailing or delivering of the copies of the orders to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

- B. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such share as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.
- C. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase each proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.
- D. If within said thirty (30) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in this notice to any person or persons whomsoever; provided, however,

that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation, this 6th day of November, 98.

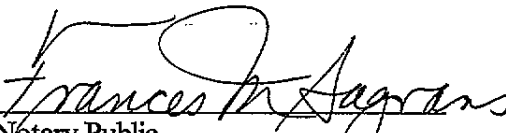


Peter S. Van Keuren
Incorporator

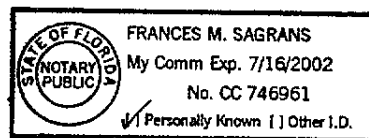
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Peter S. Van Keuren, who is to me well known and known to me to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the above named County and State this 6th day of November, 98.



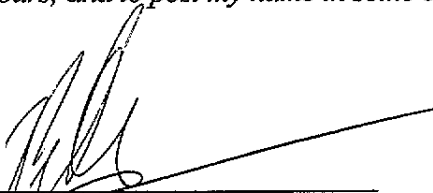
Notary Public
My Commission Expires: July 16, 2002



ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

FILED
98 NOV -9 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


I agree, as Registered Agent for Door Depot of Palm Beach, Inc., to accept service of process; to keep office open during prescribed hours; and to post my name in some conspicuous place in the office as required by law.


Peter S. Van Keuren

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer duly authorized to take acknowledgments and administer oaths, this day personally appeared Peter S. Van Keuren, to me well known and known to me to be the person described in and who executed the foregoing instrument and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the above named County and State this 6th day of November, 98.


Notary Public
My Commission Expires: July 16, 2002

