

P99000002883

Requestor's Name

FROM

BAY AREA SALES & MARKET
STE U
9225 ULMERTON

000002735390--3

-01/08/99--01104--018

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

LARGO

FL 33771

Office Use Only

CO

MAKESHA N. EIDY 813 586 2338

BER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
99 JAN -8 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROOK JAN 11 1999

ARTICLES OF INCORPORATION
OF
THE KITCHEN & BATH SHOWCASE, INC.

ARTICLE I- NAME

THE NAME OF THIS CORPORATION SHALL BE THE KITCHEN & BATH SHOWCASE, INC.

ARTICLE II – COMMENCEMENT & DURATION

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE DEPARTMENT OF STATE. THIS CORPORATION'S DUARATION SHALL BE PERPETUAL.

ARTICLE III- PURPOSE

THIS CORPORATION IS BEING ORGANIZED FOR THE PURPOSE OF ENGAGING IN TRANSACTION OF ANY AND ALL BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF FLORIDA AND THE United States of America.

ARTICLE IV- CAPITAL STOCK

THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE 1000 TEN DOLLAR (\$10.00) PER VALUE SHARES OF COMMON CAPITAL STOCK.

ARTICLE V- PREEMPTIVE RIGHTS

EVERY SHARE HOLDER, UPON THE SALE FOR CASH BY THIS CORPORATION OF ANY SHARES OF NEW CAPITAL STOCK OF THE SAME KIND, CLASS, OR SERIES, AS THAT WHICH THE SHARE HOLDER ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH SUCH SHARES ARE OFFERED TO OTHERS.

FILED
99 JAN -8 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI- TRANSFER RESTRICTIONS

NO SHARE HOLDER SHALL HAVE THE RIGHT TO SELL, ASSIGN, PLEDGE, ENCUMBER, TRANSFER, OR OTHERWISE DISPOSE OF ANY SHARES THE CAPITAL STOCK OF THIS CORPORATION, WITHOUT FIRST OFFERING SUCH SHARES FOR SALE TO THIS CORPORATION AT THE NET ASSET VALUE THEREOF. SUCH OFFER SHALL BE IN WRITING, SIGNED BY THE SHARE HOLDER, SENT BY REGISTERED OR CERTIFIED MAIL TO THIS CORPORATION AT ITS REGISTERED OFFICE ADDRESS, AND OPEN FOR ACCEPTANCE BY THIS CORPORATION FOR A PERIOD OF FIFTEEN DAYS (15) FROM THE DATE OF MAILING. IF THIS CORPORATION FAILS OR REFUSES, WITHIN SUCH PERIOD, TO MAKE SATISFACTORY ARRANGEMENTS FOR THE PURCHASE OF SUCH SALES, THE SHARE HOLDER SHALL HAVE THE RIGHT TO DISPOSE OF SUCH SHARES WITHOUT ANY FURTHER RESTRICTIONS. ON THE DEATH OF ANY SHARE HOLDER, THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE ANY SHARES OF CAPITAL STOCK OF THIS CORPORATION OWNED BY THE SHARE HOLDER IMMEDIATELY PRIOR TO THE SHARE HOLDER'S DEATH, ON THE TERMS SET FORTH ABOVE, AND THIS PROVISION SHALL BE BINDING UPON THE PERSONAL REPRESENTATIVE OF THE SHARE HOLDER. EACH STOCK CERTIFICATE ISSUED BY THIS CORPORATION SHALL CARRY THE FOLLOWING LEGEND:

"THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THIS CORPORATION'S ARTICLES OF INCORPORATION, A OF WHICH IS ON FILE AT THIS CORPORATION'S PRINCIPAL OFFICE."

ARTICLE VII- INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE ONE (1). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BY LAWS, BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS:

ROBERT ELDER
9225 ULMERTON RD. #U
LARGO, FL 33771

ARTICLE VIII- INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO FULL EXTENT PERMITTED BY LAW.

ARTICLE IX- PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INITIAL REGISTERED AGENT AND THE ADDRESS OF THIS CORPORATION'S PRINCIPAL OFFICE AND THE ADDRESS OF THIS CORPORATION'S INITIAL REGISTERED OFFICE SHALL BE:

ROBERT ELDER
9225 Ulmerton Rd. #U
Largo, FL 33771

ARTICLE X- INCORPORATOR

THE NAME AND ADDRESS OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR IS:

BAY AREA SALES & MARKETING, INC.
9225 ULMERTON RD
SUITE U
LARGO, FL 33771

ARTICLE XI- AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERE TO. ANY RIGHTS CONFERRED UPON THE SHAREHOLDERS SHALL BE SUBJECT TO THIS RESERVATION.

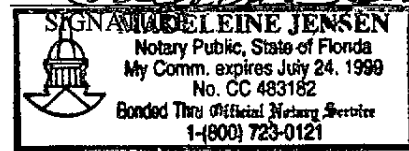
DESIGNATION OF RESIDENT AGENT

I HEREBY ACCEPT MY DESIGNATION AS RESIDENT AGENT AND AGREE TO SERVE AS THE RESIDENT AGENT OF HE KITCHEN & BATH SHOWCASE , INC.


Robert F. Elder/ Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 6th DAY OF JANUARY 1999, BY ROBERT ELDER, WHO IS PERSONALLY KNOWN TO ME OR WHO HAS PRODUCED _____ AS IDENTIFICATION AND WHO DID TAKE AN OATH.



PRINTED NAME OF OFFICER
NOTARY PUBLIC
MY COMMISSION EXPIRES:

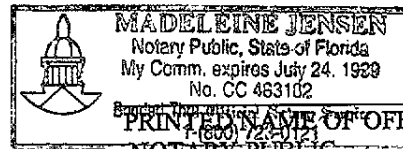
I, BAY AREA SALES & MARKETING, INC, THE UNDERSIGNED, BEING THE INCORPORATOR
OF THIS CORPORATION, HAVE EXECUTED THESE ARTICLES OF INCORPORATION ON THIS
_____ DAY OF JANUARY 1999.

Makesha N. Curran-Elder
MAKESHA N. CURRAN-ELDER

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING INSTRUMENT WAS AKNOWLEDGED BEFORE ME THIS 5th DAY OF
JANUARY 1999, BY MAKESHA N. CURRAN-ELDER, WHO IS PERSONALLY KNOWN TO ME
OR WHO HAS PRODUCED _____ AS IDENTIFICATION AND WHO DID
TAKE AN OATH.

Madeleine Jensen
SIGNATURE



PRINTED NAME OF OFFICER
NOTARY PUBLIC

MY COMMISSION EXPIRES:

I, BAY AREA SALES & MARKETING, INC., THE UNDERSIGNED, BEING THE INCORPORATOR
OF THIS CORPORATION, HAVE EXECUTED THESE ARTICLES OF INCORPORATION ON THIS
_____ DAY OF JANUARY 1999.

Robert Elder
ROBERT ELDER

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING INSTRUMENT WAS AKNOWLEDGED BEFORE ME THIS 6th DAY OF
JANUARY 1999, BY ROBERT ELDER, WHO IS PERSONALLY KNOWN TO ME OR HAS
PRODUCED _____ AS IDENTIFICATION AND WHO DID TAKE AN OATH.

Madeleine Jensen
SIGNATURE



PRINTED NAME OF OFFICER
NOTARY PUBLIC

MY COMMISSION EXPIRES:

99 JAN -8 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED