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**WILSON
SUAREZ
& LOPEZ**

Attorneys At Law
A Partnership of Professional Associations

February 18, 1999

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

RE: Artisan Custom Woodworks, Inc.

Dear Sirs:

Enclosed please find the original and one copy of the proposed Articles of Incorporation of Artisan Custom Woodworks, Inc. along with a check in the amount of \$78.75.

Once the enclosed articles of incorporation have been filed with your department please return a stamped copy of same along with your certificate.

Thank you for your attention to this matter and, if you have any questions, please do not hesitate to contact me.

Sincerely yours,

WILSON, SUAREZ & LOPEZ

By: 

GUS SUAREZ

GS/jr
Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. BROCK FEB 24 1999

**ARTICLES OF INCORPORATION
OF
ARTISAN CUSTOM WOODWORKS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: ARTISAN CUSTOM WOODWORKS, INC.

ARTICLE II - PURPOSE

This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock at One Dollar (\$1.00) par value.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE V - PRINCIPAL OFFICE

The principal office of the corporation is: 4346 SW 73 Avenue, Miami, FL 33155.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The principal address of the initial registered office of the corporation is: 2151 Le Jeune Road, Mezzanine, Coral Gables, FL 33134-4200, and the name of the initial registered agent of this corporation at that address is: Gus Suarez, Esq.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director(s) initially. The number of directors may be either increased or diminished from time to time as provided for in the By-laws, but shall never be less than

one. The name(s) and address(es) of the initial director(s) of this corporation is/are: Carlos H. Perez, 4346 SW 73 Avenue, Miami, FL 33155.

ARTICLE VIII - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Secretary of State.

ARTICLE IX - INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles of Incorporation is/are: Carlos H. Perez, 4346 SW 73 Avenue, Miami, FL 33155.

ARTICLE X - BY-LAWS

The power to adopt, amend or repeal the by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended as provided by law.

ARTICLE XII - VOTING RIGHTS

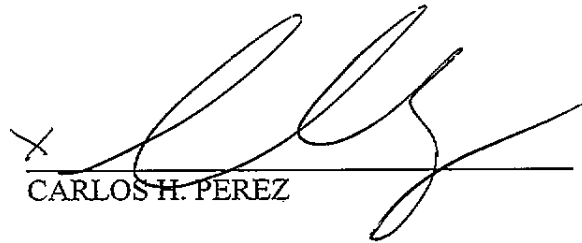
The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock.

ARTICLE XIII - GENERAL OPERATION PROCEDURES

The affairs of this corporation shall be conducted by the incorporator(s) until such time as the stock of the corporation is issued to the subscriber(s) of the stock of this corporation. The authority of the incorporator(s) shall include: 1) the adoption of the Articles of Incorporation, and 2) such other activities as are necessary to the administration of the affairs of this corporation during the period of time prior to the issuance of stock to the subscriber(s) and the meeting of the first Board

of Directors. Once the stock of the corporation has been issued, the affairs of this corporation shall be conducted by the stockholders and the Board of Directors according to law.

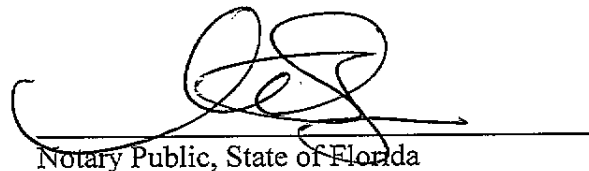
IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation this 15th day of February, 1999.

X 
CARLOS H. PEREZ

STATE OF FLORIDA)
 SS
COUNTY OF MIAMI- DADE)

THE FOREGOING INSTRUMENT was acknowledged before me this 15 day of February, 1999, by Carlos H. Perez, who is personally known to me or produced _____ as identification and who did ~~(did not)~~ take an oath.

My Commission Expires:

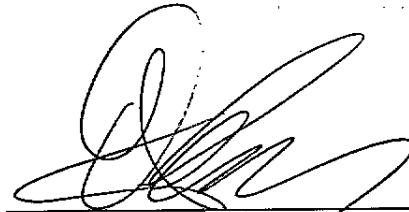

Notary Public, State of Florida

M. SUAREZ
COMMISSION # CC 564474
EXPIRES JUN 20, 2000
BONDED THRU
Name and Serial No. of Notary
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Having been named to accept service of process for ARTISAN CUSTOM WOODWORKS, INC. at the place designated in its articles of incorporation, I hereby agree to act in this capacity and to comply with the provisions of F.S. 607.0505 and all statutes relative to the proper and complete performance of my duties.

Dated: February 15th, 1999.



Gus Suarez, Registered Agent

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TALLAHASSEE, FLORIDA