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May 12, 1999

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*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA

VIA FEDERAL EXPRESS OVERNIGHT DELIVERY

Secretary of State
State of Florida
Division of Corporations
Florida Dept. of State
409 East Gaines Street
Tallahassee, FL 32399

RE: Ocean Spray Design, Inc.

Dear Sir/Madam:

In regard to the above, please find enclosed the Articles of Incorporation for filing with the Secretary of State's Office.

This firm's check in the amount of \$70.00 is also enclosed to cover your filing fee and the Registered Agent fee.

Thank you for your assistance.

Sincerely,

James A. Taylor, III

JAT:smt\Clerk-1.ss

Encs.

CC: Mr. Jeff Jackson

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OCEAN SPRAY DESIGN, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

OCEAN SPRAY DESIGN, INC.

The principal place of business of this corporation shall be 966 - 34th Avenue, Vero Beach, Florida 32960, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation shall be formed for the specific purpose of crafting, installing, and selling all forms of kitchens, libraries, and wet bars and may engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be, and the name of the initial registered agent of the corporation at that address is **JEFFREY JACKSON**, 966 - 34th Avenue, Vero Beach, Florida 32960.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized, if the shareholder so elects and if the corporation qualifies, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have two (2) officers and two (2) directors, initially. The names and street addresses of the initial officers and directors who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed, are as follows:

JEFFREY JACKSON - Director/President/Secretary
966 - 34th Avenue
Vero Beach, Florida 32960;

ROBERT MONTY - Director/Vice President/Treasurer
966 - 34th Avenue
Vero Beach, Florida 32960.

No amendment to these articles shall be required in the event the shareholders wish to increase or decrease the number of directors. However, the number may never exceed seven (7) directors.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

ROSSWAY MOORE & TAYLOR
The Oak Point Professional Center
5070 N. Highway A-1-A, Suite 200
Vero Beach, Florida 32963.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 12th day of May, 1999.


ROSSWAY MOORE & TAYLOR

By: _____

JAMES A. TAYLOR, III

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

JEFFREY JACKSON, whose address is as follows: 966 - 34th Avenue, Vero Beach, Florida 32960, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, *Florida Statutes*.


JEFFREY JACKSON

Date: May 12, 1999