

MICHAEL SPECK & ASSOCIATES INC.

POST OFFICE BOX 181455
CASSELBERRY, FL 32718-1455

ACCOUNTANTS

PHONE (407) 521-8973
FAX (407) 290-1376

P99000076441

August 12, 1999

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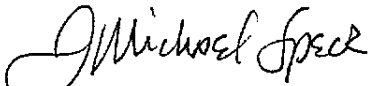
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: MC Cabinetry Inc.; Articles of Incorporation

Gentlemen:

I talked to the "New Filings" section this date and was told that there was already in existence a corporation named "MC Cabinets Inc." I was told to send this letter with the articles for "MC Cabinetry Inc." and the filing would be accepted.

Sincerely,



J. Michael Speck, E. A.
Accountant

JMS/ts

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99 AUG 23 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MC CABINETRY INC.

I, the undersigned, being a natural person of legal age do hereby desire to form a corporation under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation

ARTICLE I

The name and address of the Corporation shall be:

MC Cabinetry Inc.
9 Robinwood Drive
Longwood, FL 32779

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TALLAHASSEE, FLORIDA

ARTICLE II

This Corporation shall have the power to authorize and permit to engage in the practice of manufacturing, producing, importing, purchasing or otherwise acquiring, holding, owning, using, exporting, selling at wholesale, or otherwise dispose of equipment and supplies of any and all kinds and, permitted by laws or otherwise, its being the intention that this Corporation shall have the right to engage in any business or activity not expressly prohibited by applicable law of the State of Florida.

ARTICLE III

The maximum number of shares of stock of this Corporation which the Corporation is authorized to have outstanding at any one time is seventy-five thousand (75,000) shares of common capital stock having par value of ten cents (\$.10) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors of said Corporation.

ARTICLE IV

The street address of the initial registered office of this Corporation and the initial registered agent of this Corporation at this address is listed below:

Registered Agent

Address

David McCreight

9 Robinwood Drive
Longwood, FL 32779

ARTICLE V

INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be conducted and managed by the Board of Directors consisting of not less than three (3) members, as fixed from time to time by the bylaws of this Corporation and the Board of Directors shall be elected or appointed by the shareholders of the Corporation, but it shall not be necessary for any such director to be a shareholder of the Corporation.

The name and address of the first Board of Directors who shall not hold office until their successors are elected and qualified are:

NAME

ADDRESS

David McCreight

9 Robinwood Drive
City, state

ARTICLE VI

INCORPORATOR

The name and address of the persons signing these Articles of Incorporation are:

NAME

ADDRESS

David McCreight

9 Robinwood Drive
Longwood, FL 32779

ARTICLE VII

INDEMNIFICATION

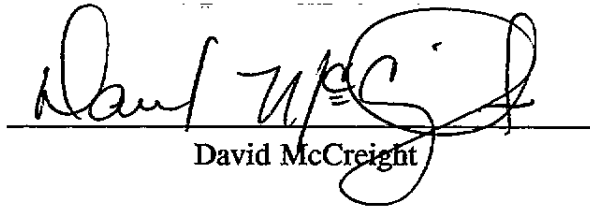
Every director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including counsel fees, reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made party or in which he or she may become involved by reasons of his or her employment or by reason of his or her being or have been a director, officer, employee or agent of the Corporation, or any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee or agent is adjudged liable negligence or misconduct in the performance of his or her duties as such director, officer, employee or agent.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee or agent may be entitled.

ARTICLE VIII

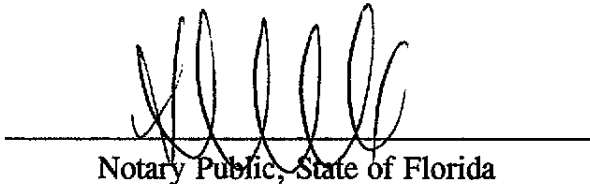
The Corporation reserves the right to amend, alter, change, repeal and revise any provisions of this Corporation's Articles of Incorporation in the manner now or hereinafter prescribed by the statute and all rights conferred on shareholders herein are granted subject to this reservation.

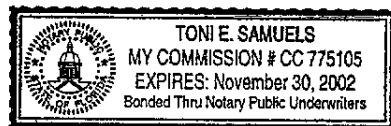
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 20th day of August, 19 99.


David McCreight

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME. The undersigned officer, personally appeared David McCreight to me, who produced _____ as identification, and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he or she acknowledges to me that after reading the same, the matter set forth therein are true and correct to the best of his or her knowledge and belief.


Notary Public, State of Florida



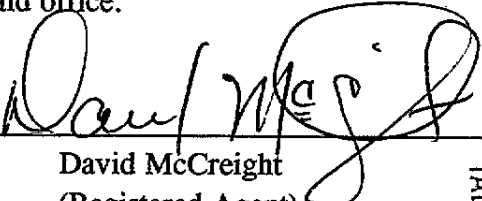
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act.

First, the MC Cabinetry Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Longwood, County of Seminole, State of Florida, has named David McCreight located at 9 Robinwood Drive, City of Longwood, County of Seminole, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: (Must be signed by designated agent.)

Having been named to accept service of process for the above stated Corporation, at the place designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with provisions of said Act relative to keeping open said office.



David McCreight
(Registered Agent)

99 AUG 23 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED