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SHEPPARD, BRETT, STEWART & HERSCH, P.A.

ATTORNEYS AT LAW

*Celebrating Our 75<sup>th</sup> Anniversary*  
FIRM ESTABLISHED 1924

2121 WEST FIRST STREET

P. O. DRAWER 400  
FORT MYERS, FLORIDA 33902

W. A. SHEPPARD (1898-1971)

JOHN K. WOOLSLAIR (1908-1968)

TELEPHONE (941) 334-1141

TELECOPIER (941) 334-3965

JAY ANDREW BRETT  
JOHN F. STEWART  
CRAIG R. HERSCH\*  
D. HUGH KINSEY, JR.

JOHN WOOLSLAIR SHEPPARD\*  
OF COUNSEL

\*BOARD CERTIFIED: WILLS, TRUSTS & ESTATES

September 16, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
P. O. Box 6327  
Tallahassee, Florida 32301

600002990226-3  
-09/17/99-01095-004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: MIKE GEARY CABINETS, INC.

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation.  
Also enclosed is our check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Very truly yours,

SHEPPARD, BRETT, STEWART & HERSCH, P.A.

  
Jay A. Brett

JAB:dlb  
Enclosures  
B-3072

FILED  
99 SEP 17 PM 5:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BROWN SEP 21 1999

ARTICLES OF INCORPORATION

OF

MIKE GEARY CABINETS, INC.

FILED  
99 SEP 17 PM 5:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, MICHAEL GEARY, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is MIKE GEARY CABINETS, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

Manufacture and sale of custom cabinets and case goods. Notwithstanding the foregoing, however, the Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence commencing upon execution of these Articles of Incorporation.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 3590 Metro Parkway, Fort Myers, Florida 33916, and the name of the initial registered agent of this Corporation at that address is: WINSTON PIERCY.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than three (3) or more than nine (9).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
MICHAEL GEARY	President	15580 Croton Drive Fort Myers, Florida 33908
WINSTON PIERCY	Secretary/ Treasurer	5544 - 10 <sup>th</sup> Avenue Fort Myers, Florida 33907
MARGARET CONNELLY	Vice President	5380 Fairfield Way Fort Myers, Florida 33919

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

NAME OF SUBSCRIBER

ADDRESS

MICHAEL GEARY

15580 Croton Drive  
Fort Myers, Florida 33908

ARTICLE XI

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

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this

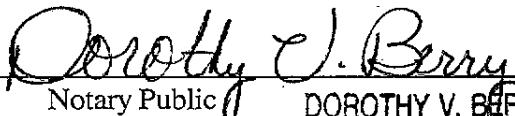
16th day of September, 1999.

  
\_\_\_\_\_  
Michael Geary, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 16th day of September, 1999, by MICHAEL GEARY, ( ) who is personally known to me or ( ) who produced FL Drivers License as identification.

  
\_\_\_\_\_  
Notary Public

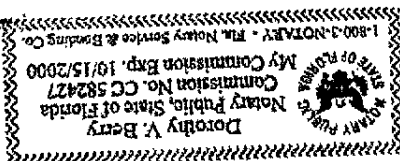
DOROTHY V. BERRY

Printed Name of Notary: \_\_\_\_\_

(SEAL)

Comm. Exp. Date: \_\_\_\_\_

Comm. Number: \_\_\_\_\_



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

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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST -- THAT MIKE GEARY CABINETS, INC., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS  
IN THE CITY OF FORT MYERS, COUNTY OF LEE, STATE OF FLORIDA, HAS NAMED  
WINSTON PIERCY, LOCATED AT 3590 METRO PARKWAY, (Street Address and Number of  
Building -- Post Office Box Addresses Are Not Acceptable), FORT MYERS, LEE COUNTY,  
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

(MG)  
Signature:

MIKE GEARY CABINETS, INC.

(Corporate Officer)

Title: President

Date:

September 16, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

(WP)  
Signature:

Resident Agent

Date:

September 16, 1999

FILED  
99 SEP 17 PM 5:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA