

TRANSMITTAL LETTER

P99000102279

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

SUBJECT: PERSONAL IMAGE CABINETRY, INC.
(Proposed corporate name - must include suffix)

800003050108--6
-11/19/99--01085--006
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for

\$70.00 \$78.75
Filing Fee Filing Fee
 & Certificate of Status

\$78.75 \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: CONVENIENT FINANCIAL SERVICES

Name (Printed or typed)

200 KNUTH ROAD - SUITE 110

Address

BOYNTON BEACH, FL. 33436

City, State & Zip

561-731-5111

Daytime Telephone number

FILED
1999 NOV 19 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

A. Howell NOV 23 1999

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: PERSONAL IMAGE CABINETRY, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
1791 N. BANYAN CREEK CIRCLE, BOYNTON BEACH, FL. 33436

ARTICLE III PERPETUITY

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE IV PURPOSE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE V AUTHORIZATION OF SHARES

This corporation is authorized to issue 200 shares of No Par Value Common Stock, which shall be designated as "Common Shares".

All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE VI VOTING POWER

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

1999 NOV 19 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FILED

1999 NOV 19 AM 10:58

ARTICLE VII SALE OF SHARESSECRETARY OF STATE
TALLAHASSEE, FLORIDA

Every Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VIII INITIAL REGISTERED AGENT AND ADDRESSName: JAMIE LUNSFORDAddress: 1791 N. BANYAN CREEK CIRCLE,City: BOYNTON BEACHState:

F	L
---	---

Zip:

3	3	4	2	4
---	---	---	---	---

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent


x _____
Signature / Registered Agent11-16-99

Date**ARTICLE IX INCORPORATOR**

Name and address of the incorporator to these Articles of Incorporation:

Name: JAMIE LUNSFORDAddress: 1791 N. BANYAN CREEK CIRCLE,City: BOYNTON BEACH, FL. 33436State:

F	L
---	---

Zip:

3	3	4	3	6
---	---	---	---	---


x _____
Signature / Incorporator11-16-99

Date

ARTICLE X DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director(s) of this corporation are:

Name: JAMIE LUNSFORD Address: 1791 N. BANYAN CREEK CIRCLE,
City: BOYNTON BEACH
State: FL Zip: 33436

Name: TRACY WALLACE Address: 1791 N. BANYAN CREEK CIRCLE,
City: BOYNTON BEACH
State: FL Zip: 33436

Name: _____ Address: _____
City: _____
State: _____ Zip: _____

ARTICLE XI CONFLICTS

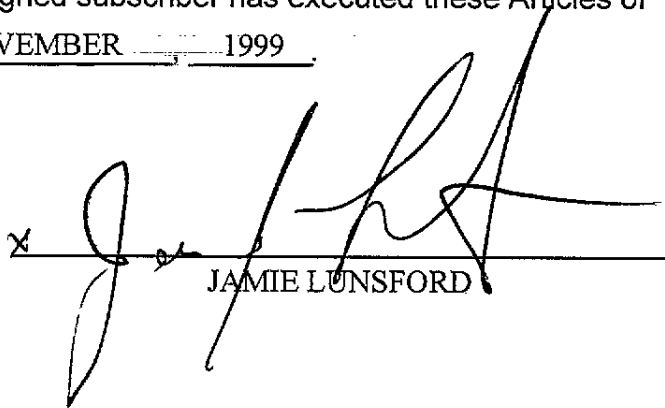
No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, party to, pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effects as if he or she were not such director or officer of other corporation, or not so interested.

ARTICLE XII PRIVATE PROPERTY

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever.

The corporation shall have a first lien not the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, The Undersigned subscriber has executed these Articles of Incorporation this 16 Day of NOVEMBER, 1999.

x  _____
JAMIE LUNSFORD