

PO10000 24244
FILED

01 MAR -5 PM 12:00

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUBJECT: Cabinet Refacers, Inc.
(Proposed corporate name - must include suffix)

000003797500--0
-03/05/01--01048--001
*****78.75 *****78.75

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

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Paul D. Remington, JR.
Name (Printed or typed)

8725 Treasure Island Road
Address

Leesburg, FL 34788
City, State & Zip

(352) 781-4703
Daytime Telephone number

Operator 5

GAVE

AUTHORIZATION BY PHONE TO

CORRECT RA address

DATE 3/8/01

DOC. EXAM Dana White

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

Daw 3/8/01
7v

ARTICLES OF INCORPORATION
OF
CABINET REFACERS, INC.

FILED
01 MAR -5 PM 12:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators hereby associate themselves together to form a corporation under Chapter 607, Florida Statutes.

ARTICLE I
NAME

The name of the corporation is Cabinet Refacers, Inc., 8725 Treasure Island Road, Leesburg, Florida 34788

ARTICLE II
GENERAL PURPOSE

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have the authority to issue is 60,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall begin its existence on the day these Articles of Incorporation are filed with the Secretary of State of the State of Florida, and shall exist perpetually.

ARTICLE V
ADDRESS OF INITIAL REGISTERED OFFICE AND
NAME OF INITIAL REGISTERED AGENT

The initial registered office of this corporation and the name of its initial registered agent at such address are:

Patricia A. Peters
8725 Treasure Island Road
Leesburg, FL 34788

ARTICLE VI
DIRECTORS

The initial Board of Directors shall consist of two (2) members. A member of the Board of Directors need not be a resident of the State of Florida or a shareholder of the corporation.

The names and addresses of the persons who shall serve as Directors

until the first annual meeting of shareholders, or until their successors have been elected and qualified are as follows:

Paul D. Remington, Jr.
8725 Treasure Island Road
Leesburg, FL 34788

Judy A. Remington
8725 Treasure Island Road
Leesburg, FL 34788

ARTICLE VII
OFFICERS

The name and address of each of the officers of the corporation are:

PRESIDENT/SECRETARY **Paul D. Remington, Jr.**
8725 Treasure Island Road
Leesburg, FL 34788

TREASURER **Judy A. Remington**
8725 Treasure Island Road
Leesburg, FL 34788

ARTICLE VIII
INCORPORATORS

The name and address of each of the incorporators and the number of shares of stock which each shall take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Judy A. Remington	8725 Treasure Island Road Leesburg, FL 34788	95
Paul D. Remington, III	8725 Treasure Island Road Leesburg, FL 34788	5

ARTICLE IX
RESTRICTION ON TRANSFER

The transfer of any share of stock of this corporation shall be restricted and each stock certificate shall bear the notice of restriction in a conspicuous place.

The restriction shall read as follows:

"The shares of stock evidenced by this certificate may not be transferred, pledged, assigned, or encumbered except in accordance with the terms of the Buy-Sell Agreement, a copy of which is on deposit and maintained in the corporate book."

ARTICLE X
AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI

BYLAWS

The power to adopt, amend or repeal the Bylaws shall be reserved to the Shareholders of this corporation.

ARTICLE XII
INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 2ND day of MARCH,


Paul D. Remington, III


Judy A. Remington

FILED

01 MAR -5 PM 12:00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

**I hereby accept to act as initial Registered Agent for Cabinet Refacers,
Inc. as stated in these Articles of Incorporation.**

Dated: *3-2-01*


Patricia A. Peters