

P98000038030

Hernando Accounting & Tax Service, Inc.

5388 Spring Hill Drive

Spring Hill, FL 34606

April 21, 1998

RECEIVED DATE
4-21-98

Division of Corporations
FL Department of State
Post Office Box 6327
Tallahassee, FL 32314

100002500051--3
-04/24/98--01095--007
****122.50 ****122.50

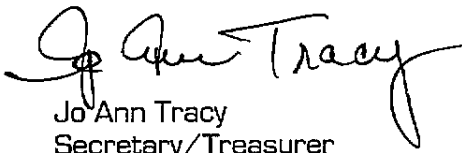
Dear Secretary of State:

Enclosed, for filing, is the original *Articles of Incorporation of KABINET SPECIALISTS, INC* and a photocopy of the same. Also included is a check payable to FL Department of State, in the amount of \$122.50, to cover:

\$ 35.00	Filing Fee
35.00	Registered Agent Designation
<u>52.50</u>	Certified Copy
\$ 122.50	

Please return the certified copy, as filed, to our office at the address listed herein.

Thanking you, in advance,


Jo Ann Tracy
Secretary/Treasurer

JAT/ykw
enclosures

FILED
98 APR 24 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/28/98

EFFECTIVE DATE
4-21-98

FILED

ARTICLES OF INCORPORATION

98 APR 24 AM 8:44

of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KABINET SPECIALISTS, INC.

We, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

ARTICLE I
NAME

The name of the Corporation shall be KABINET SPECIALISTS, INC.

ARTICLE II
PLACE OF BUSINESS

The principal place of business and mailing address of the Corporation is 12411 TANSBORO STREET, SPRING HILL, FL 34608.

ARTICLE III
NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing on April 21, 1998.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value stock, which should be designated Common Stock.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be:

5388 SPRING HILL DRIVE, SPRING HILL, FL 34606.

The initial registered agent of this Corporation at such office shall be:

JO ANN TRACY,

who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping open for service of process.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of TWO members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The names and street addresses of the directors constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
KEITH L McKIMM	1268 GARRET AVENUE, SPRING HILL, FL 34606
ALLEN WERKMEISTER	12411 TANSBORO STREET, SPRING HILL, FL 34608.

ARTICLE VIII
INCORPORATORS

The names and street addresses of the initial subscribers signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
KEITH L McKIMM	1268 GARRET AVENUE, SPRING HILL, FL 34606
ALLEN WERKMEISTER	12411 TANSBORO STREET, SPRING HILL, FL 34608.

ARTICLE IX
INDEMNIFICATION

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

ARTICLE X
AMENDMENT

The Corporation reserves the right to amend, addend, or repeal any provisions contained in these Articles of Incorporation, or an amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI
BY-LAWS

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

ARTICLE XII
ADOPTION OF BY-LAWS

A special meeting of the subscribers of their assigns shall be held for the purpose of completing the organization of the Corporation and the adoption of the By-Laws and the transaction of such other business as may come before the meeting.

ARTICLE XIII
TERMS OF ISSUING STOCK

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.


ARTICLE XIV
RESTRICTIONS OF STOCK

Shares of Capital Stock of this Corporation shall be issued initially to the following persons in the amount set opposite their names:

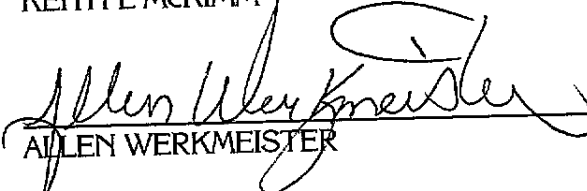
KEITH L McKIMM	100 shares
ALLEN WERKMEISTER	100 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and affixed their seals to these Articles of Incorporation of KABINET SPECIALISTS, INC., on this 21st day of April, 1998.



KEITH L. MCKIMM



ALLEN WERKMEISTER

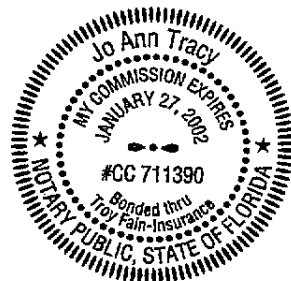
STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared KEITH L. MCKIMM and ALLEN WERKMEISTER, who each provided Florida Driver's Licenses as identification, who did not take oaths, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County noted above, on this 21st day of April, 1998.



Jo Ann Tracy, NOTARY PUBLIC



C E R T I F I C A T E

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

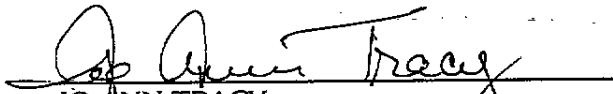
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

KABINET SPECIALISTS, INC.

Desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 5388 SPRING HILL DRIVE, SPRING HILL, County of HERNANDO, State of FLORIDA, 34606, has accepted JO ANN TRACY, at that address, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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


JO ANN TRACY

98 APR 24 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED