

ARTICLES OF INCORPORATION
OF
CENTRAL ALABAMA CABINETS, INC.

The undersigned for the purposes of forming a corporation under the Alabama Business Corporation Act, as amended, hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is CENTRAL ALABAMA CABINETS, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose for which the corporation is organized is and the transaction of any and all lawful business for which corporations may be incorporated under Sec. 10-2A-1, et seq., of the Code of Alabama.

ARTICLE FOUR

CAPITAL STOCK

The total authorized capital stock shall be One Thousand (\$1,000.00) Dollars, consisting of One Thousand (1,000) shares of common stock of par value of One (\$1.00) Dollar per share. All stock shall be common stock and non-assessable.

Inst # 1998-00490

01/08/1998-00490
08:31 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
007 MCD 90.00

Inst # 1998-00490

ARTICLE FIVE

NAME OF INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Freddie Wilhite
P. O. Box 1254
Alabaster, Alabama 35007

ARTICLE SIX

LOCATION OF INITIAL REGISTERED OFFICE

The location of the initial registered office of the corporation is:

6916 Highway 70
Calera, Alabama 35040

ARTICLE SEVEN

DIRECTORS

The corporation shall operate with no less than two (2) directors. The names and address of the initial Board of Directors who shall serve until predecessors have been elected are as follows:

Freddie Wilhite
P. O. Box 1254
Alabaster, Alabama 35124

Justin Wilhite
P. O. Box 1254
Alabaster, Alabama 35124

Jayson Wilhite
1234 Hwy. 86
Calera, Alabama 35040

ARTICLE EIGHT

OFFICERS

The name and address of the initial Officers who shall serve until predecessors have been elected are as follows:

Freddie Wilhite, PRESIDENT
P. O. Box 1254
Alabaster, Alabama 35007

Justin Wilhite, VICE PRESIDENT
P. O. Box 1254
Alabaster, Alabama 35007

Jayson Wilhite, SECRETARY
1234 Hwy. 86
Calera, Alabama 35040

ARTICLE NINE

INCORPORATORS

The name and address of the incorporator of the corporation is as follows:

NAME & ADDRESS	NO. OF SHARES	AMOUNT
Freddie Wilhite P. O. Box 1254 Alabaster, Alabama 35124	70	\$70.00
Shelia Grady 39 Town Creek Columbiana, Alabama 35051	10	\$10.00
Debra J. Boehmer 196 Valentine Trail Wilsonville, Alabama 35186	10	\$10.00
Tammy Keith P. O. Box 1254 Alabaster, Alabama 35007	10	\$10.00

ARTICLE TEN

ACTION BY STOCKHOLDERS OR DIRECTORS WITHOUT MEETING

Any action required or permitted to be taken at any meeting of the Board of Directors or of the stockholders or of any committee thereof, may be taken without meeting with the written consent

thereto as signed by all the members of the Board of Directors or of the stockholders or of the committee, if applicable, and if such consent is filed with the minutes of the proceedings of the Board of Directors, the stockholders or the committee, whichever is applicable.

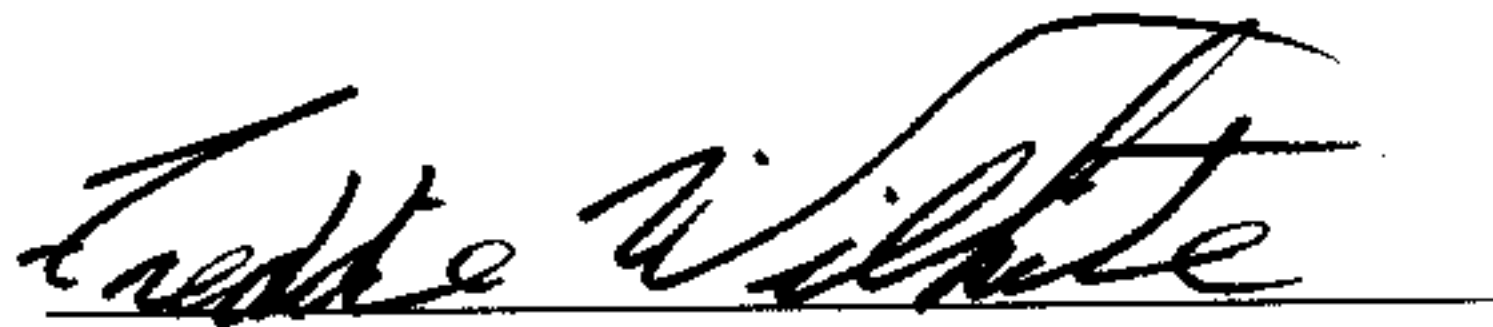
ARTICLE ELEVEN

MISCELLANEOUS

Attached hereto as Exhibit "A" is the statement under oath of Freddie Wilhite, the person designated herein as agent to receive subscriptions for capital stock of said corporation, which said affidavit shows the amount of capital stock which has been subscribed for and paid in.

I, the undersigned, being the incorporator, has subscribed my name this the 29th day of

December 1997


Freddie Wilhite

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County and State at Large, hereby certify that Freddie Wilhite, whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation he has executed the same voluntarily on the day the same bears date. Given under my hand and seal this the 29th day of December, 1997.


NOTARY PUBLIC
My Commission Expires: 1/16/2001

THIS INSTRUMENT WAS PREPARED BY:

RODGER D. BASS
ATTORNEY AT LAW
P. O. BOX 430
PELHAM, ALABAMA 35124
(205) 663-7000

Exhibit "A"

SUBSCRIPTION LIST

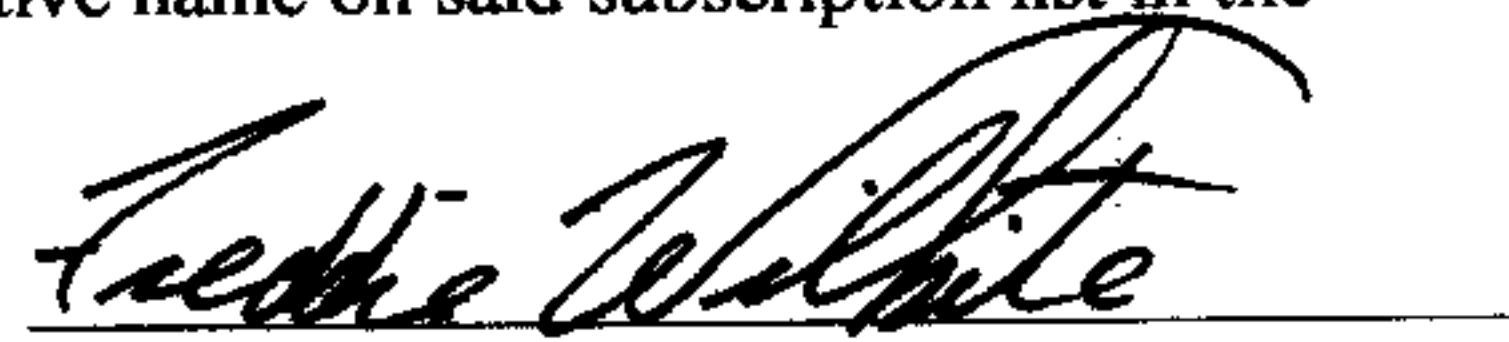
I, the undersigned, hereby subscribe for the number of shares in the amount and payable as set opposite our respective names, or the capital stock of Central Alabama Cabinets, Inc., a corporation organized under the laws of the State of Alabama.

NAME OF SUBSCRIBER	NO. OF SHARES SUBSCRIBED FOR	CONSIDERATION
Freddie Wilhite	70	\$70.00
Shelia Grady	10	\$10.00
Debra J. Boehmer	10	\$10.00
Tammy Keith	10	\$10.00

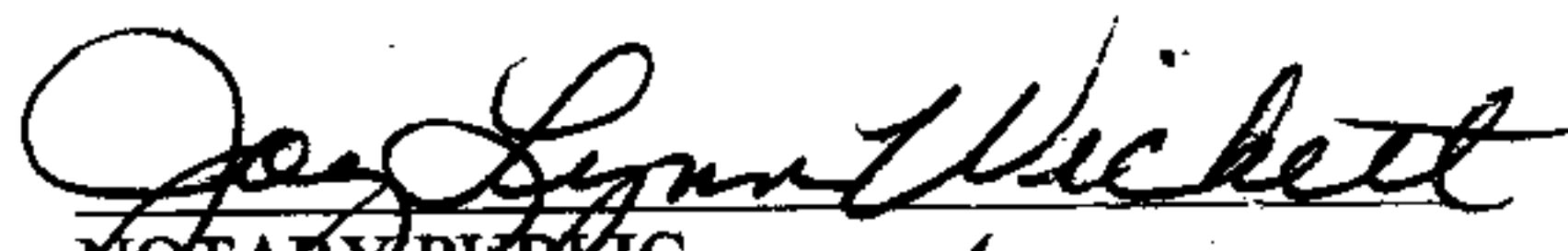

Freddie Wilhite

STATE OF ALABAMA)
COUNTY OF SHELBY)

Before me, the undersigned, a Notary Public, in and for said State of Alabama at Large personally appeared Freddie Wilhite, who is known to me and who being by me first duly sworn deposes and says that he is the person designated by the incorporator of Central Alabama Cabinets, Inc., subscriptions to the capital stock of the corporation and that the above and foregoing is the subscription list of the incorporator thereof; that the said incorporator has paid in full for such shares of stocks set opposite his respective name on said subscription list in the manner therein described.


FREDDIE WILHITE

Sworn to and subscribed to before me on this the 29th day of December 1997, witness my hand and seal of office.


NOTARY PUBLIC
My commission expires: 1/16/2001

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STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that:

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Central Alabama Cabinets, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of James Ferguson, PO Box 124, Pelham, AL 35124 for a period of one hundred twenty days beginning August 4, 1997 and expiring December 3, 1997.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

August 4, 1997

Date

Jim Bennett

Secretary of State

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01/08/1998-00490
08:31 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
007 HCD 90.00

Rodger Bass
P.O. Box 430
Pelham, AL 35124