

Document Number Only

F97000005610

CF CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

300002647333-7
-09/23/98--01068--024
*****8.75 *****8.75

Name

Show Carpet Showplace, Inc.

Change

changing to:

Maxim Retail Stores, Inc.

300002647333-7
-09/23/98--01068--023
*****35.00 *****35.00

Amend

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Name Registration
- Fictitious Name
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- UCC
- FEUS
- After 4:30
- Pick Up

Name	
Availability	9/23/98
Document Examiner	NOH
Updater	NOH
Verifier	NOH
Acknowledgment	NOH
W.P. Verifier	NOH

SEP 23 1998

Thanks,
Jeff

File First

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
98 SEP 23 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Shaw Carpet Showplace, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Georgia
3. Date authorized to do business in Florida: October 22, 1997

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

August 9, 1998

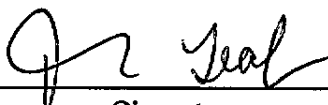
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Maxim Retail Stores, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.



Signature
Name and Title

Thomas
Leakey
EVP

9/16/98

Date

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 982640964
PRINT DATE : 09/21/1998
FORM NUMBER : 218

C T CORPORATION SYSTEM
ATTN: JO JONES
1201 PEACHTREE ST NE STE 1240
ATLANTA, GA. 30361

CERTIFICATE OF FACT

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

SHAW CARPET SHOWPLACE, INC., a Georgia corporation incorporated April 29, 1996.

Effective December 11, 1997, SHAW CARPET SHOWPLACE, INC., a Georgia corporation filed articles of merger merging CARPET EXCHANGE OF PORTLAND, INC., a Oregon corporation into: SHAW CARPET SHOWPLACE, INC.

Effective December 11, 1997, SHAW CARPET SHOWPLACE, INC., a Georgia corporation filed articles of merger merging CHRISJEN, INC., a California corporation into: SHAW CARPET SHOWPLACE, INC.

Effective December 22, 1997, SHAW CARPET SHOWPLACE, INC., a Georgia corporation filed articles of merger merging BELL CARPET GALLERIES, INC., a Georgia corporation into: SHAW CARPET SHOWPLACE, INC.

Effective August 9, 1998, SHAW CARPET SHOWPLACE, INC., a Georgia corporation filed articles of merger merging CMAX ACQUISITION, INC., a Georgia corporation into: SHAW CARPET SHOWPLACE, INC. changing name to: MAXIM RETAIL STORES, INC.

Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for

withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with The Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated within.



Lewis A. Massey

Lewis A. Massey
Secretary of State