

SOUTH
FLORIDA
CARPETS, INC.

M 79291

1700 BANKS RD., SUITE 2

MARQATE, FL 33063

PHONE (305) 979-6364

WE HANDLE ALL OF YOUR CARPET NEEDS

June 12, 1997

State of Florida
Division of Corporations
Attn: Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

RE: 65-0053483

To Whom It May Concern:

Enclosed are amendments to our articles which include issuing additional stock and filing a new fictitious name. Please note copies of the application for fictitious name that was mailed in also. Feel free to contact me with any questions concerning this matter at 954-979-6364.

Sincerely,

Shannon Seeger
Shannon Seeger, Corp. Treasurer
South Florida Carpets, Inc.

SS:ss

Encl.

cc:file

~~SEARCHED~~
~~SERIALIZED~~
JUL 21 1997
FBI - TALLAHASSEE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -9 PM 3:50

Amend

TLL JUL 9 1997

SOUTH FLORIDA CARPETS, INC.

1700 BANKS RD., SUITE 2

MARGATE, FL 33063

PHONE (305) 979-6364

WE HANDLE ALL OF YOUR CARPET NEEDS

July 02, 1997

Florida Department of State
Division of Corporations
Attn: Thelma Lewis/Corporate Specialist Supervisor
P.O. Box 6327
Tallahassee, FL 32314

RE: LETTER #297A00033300

Dear Ms. Lewis:

In reference to the above noted letter, enclosed please find revised amendments to our corporate articles.
Please feel free to contact me with any questions concerning this amendment.

Sincerely,



Shannon Seeger, Claims Processing
South Florida Carpets, Inc.

ss

Enc: 4
Account ID: 65-0053483
cc: file



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 23, 1997

SHANNON SEEGER, CORP. TREASURER
SOUTH FLORIDA CARPETS, INC.
1700 BANKS ROAD, SUITE 2
MARGATE, FL 33063

SUBJECT: SOUTH FLORIDA CARPETS, INC.
Ref. Number: M79291

We have received your document for SOUTH FLORIDA CARPETS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A corporation can only incorporate under one name, any fictitious names must be registered separately. If you wish to file the amendment amending the shares, please delete any reference to the fictitious names and return it to this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 297A00033300

**ARTICLES OF AMENDMENT
PURSUANT TO THE FLORIDA GENERAL BUSINESS CORPORATION ACT**

for

South Florida Carpets, Inc.

Pursuant to the provisions of the Florida General Corporation Act, the undersigned corporation adopts the following articles of amendment for the purpose of amending shares.

1. The total number of shares shall be 400.
2. The afore mentioned amendments were adopted on July 2, 1997.

3. The aforementioned amendments were unanimously approved by 100% of the shareholders. The designation of the voting group entitled to vote separately on the amendment is voting common stock. All shareholders have voting common stock with equal voting rights.

South Florida Carpets, Inc.

Raymond A. Roberts 7/2/97
RAYMOND A. ROBERTS, President Date

George V. Seeger 7/2/97
GEORGE V. SEEGER, President Date

Kenneth V. Seeger 7/2/97
KENNETH V. SEEGER, President Date

Shannon E. Seeger 7/2/97
SHANNON E. SEEGER, Secretary/Treasurer Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL - 9 PM 3:50

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To: The shareholders of South Florida Carpets, Inc.

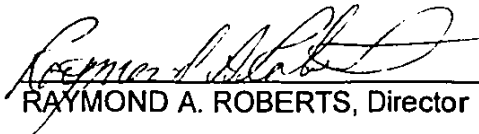
Notice is hereby given that a special meeting of the shareholders of South Florida Carpets, Inc. will be held at 1700 Banks Road, Ste. #2, Margate, Florida 33063, on July 2, 1997, at 5:00pm for the following purposes:

1. To consider and act on recommendations of the board of directors of the corporation to amend to total number of shares issued to 400.
2. To consider and act on any other business that may come before the meeting.

By the order of the board of directors.

Dated July 2, 1997

South Florida Carpets, Inc.


RAYMOND A. ROBERTS, Director


GEORGE V. SEEGER, Director


KENNETH V. SEEGER, Director

DIRECTOR'S RESOLUTION

Whereas, in the opinion of the board of directors, it is in the best interest of the corporation and its shareholders that the number of shares issued be amended to a total of 400; it is

Resolved, that the number of shares issued shall be 400; and

Further resolved, that the above resolution shall be submitted to a vote of the shareholders at a special meeting of the shareholders to be held July 2, 1997, at 5:00pm, and to be held at 1700 Banks Road, Ste. #2, Margate, Florida 33063; and

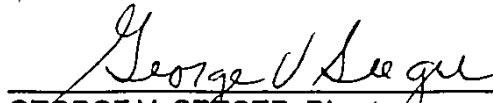
Further resolved, that in the event the shareholders approve that above resolutions, the officers of the corporation are directed to take all action as they may deem necessary or appropriate to carry out the intent of this resolution.

Dated July 2, 1997

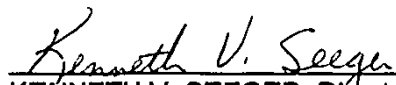
South Florida Carpets, Inc.



RAYMOND A. ROBERTS, Director



GEORGE V. SEEGER, Director



KENNETH V. SEEGER, Director

**SHAREHOLDER'S RESOLUTION APPROVING
AMENDMENT TO ISSUED SHARES**


Whereas, the board of directors of the corporation, at a meeting held on July 2, 1997, at 1700 Banks Road, Ste. #2, Margate, Florida 33063, adopted resolutions recommending that the number of shares issued be amended to 400 and ordering that the issues be submitted to a vote of shareholders at this meeting, and

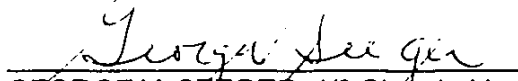
Whereas, the holders of more than a majority of the outstanding shares of the corporation have voted to authorized such action, it is

Further resolved, that the appropriate officer of the corporation is directed to take such further action as may be necessary or appropriate to carry out the intent of these resolutions.

Dated July 2, 1997

South Florida Carpets, Inc.


RAYMOND A. ROBERTS, 1/3 Shareholder


GEORGE V. SEEGER, 1/3 Shareholder


KENNETH V. SEEGER, 1/3 Shareholder