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ACCOUNT NO. : 072100000032

REFERENCE : 864143 81624A

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 16 PM 2:20

ORDER DATE : October 16, 2000

ORDER TIME : 10:43 AM

ORDER NO. : 864143-005

CUSTOMER NO: 81624A

CUSTOMER: Ms. Milena Carreno
J. Patrick Fitzgerald, Pa

500003425695--3

Suite 3-b
110 Merrick Way
Coral Gables, FL 33134

DOMESTIC FILING

NAME: VMC CARPET SERVICE, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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00 OCT 16 PM 1:51

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DIVISION OF CORPORATIONS

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00 OCT 16 PM 2: 20

ARTICLES OF INCORPORATION
OF

VMC CARPET SERVICE, INC., A FLORIDA CORPORATION

The undersigned, for the purpose of forming a for-profit corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is VMC Carpet Service, Inc., a Florida corporation, and its principal office is located at 761 W. 69 Place, Hialeah, Florida 33014.

ARTICLE II
PURPOSE

This corporation is organized for the purpose of operating and transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III
TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation and the name of the registered agent of this corporation is Martin Cruz, 761 W. 69 Place, Hialeah, FL 33014.

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as prescribed by the bylaws, but shall never be less than one (1). The initial directors of this corporation are:

Martin Cruz
761 W. 69 Place
Hialeah, FL 33014

Velia Cruz
761 W. 69 Place
Hialeah, FL 33014

ARTICLE VIII
OFFICERS

The corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office at one time. Such officers shall be elected by the Board of Directors. The Board may remove any or all of the officers from office, with or without cause, and at such time as the Board may determine. The names and addresses and positions of the persons who serve as the initial officers of the Corporation are as follows:

Martin Cruz	President	761 W. 69 Place, Hialeah, FL 33014
Velia Cruz	Vice Pres., Treasurer and Secretary	761 W. 69 Place, Hialeah, FL 33014

ARTICLE IX
INCORPORATOR

The name and address of the person signing these articles is: Martin Cruz, 761 W. 69 Place, Hialeah, FL 33014

**ARTICLE X
INDEMNIFICATION**

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

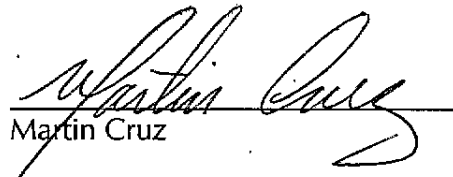
**ARTICLE XI
BYLAWS**

The Bylaws may be repealed or amended, and new Bylaws may be adopted, by either the Board of Directors or the Stockholders, but the Board of Directors may not amend or repeal any Bylaw adopted by Stockholders if the Stockholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

**ARTICLE XII
AMENDMENT OF THE ARTICLES OF INCORPORATION**

These articles may be amended, altered, modified or revoked only upon the vote of the majority of the shareholders.

IN WITNESS WHEREOF, I have subscribed my name this 12 day of October, 2000.



Martin Cruz

STATE OF FLORIDA)

) SS:

COUNTY OF Miami-Dade)

The foregoing instrument was acknowledged before me this 12 day of October, 2000, by Martin Cruz, as incorporator of VCM Carpet Service, Inc., a Florida corporation, on behalf of the corporation. He [] is personally known to me or [] has produced FL Driver's License, as identification.



NOTARY PUBLIC-STATE OF FLORIDA
At Large

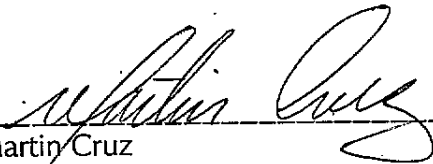
My Commission Expires:



Milena Carreno
My Commission CC787440
Expires November 1, 2002

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



Martin Cruz
Registered Agent

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00 OCT 16 PM 2:20