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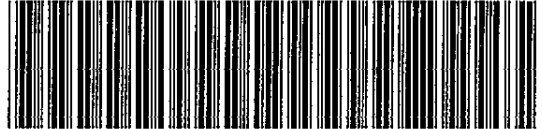
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: FRED'S CUSTOM FLOOR COVERING, INC.

I enclose an original and one copy(ies) of the Articles of Incorporation for the above corporation and a check in the amount of \$78.75.

SIGNED: Frederick E. Harms Jr.

From: FREDERICK E. HARMS, JR.

Name

2643 59TH AVE S.

Address

ST. PETERSBURG, FL 33712

City

State

Zip

(727) 488-9262

Telephone Number

Frederick

GAVE

AUTHORIZATION BY PHONE TO

CORRECT HVF II

DATE 1/27/04

DOC. EXAM _____

ARTICLES OF INCORPORATION
OF
FRED'S CUSTOM FLOOR COVERING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is FRED'S CUSTOM FLOOR COVERING, INC.

ARTICLE II

The duration of the corporation is perpetual. Effective January 9, 2004

ARTICLE III

The nature of the business and the objectives and purposes proposed to be transacted, promoted, and carried on are to engage in any lawful business for which corporations may be incorporated under the *Florida General Corporation Act*.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 100 shares at \$1.00 per share par value common.

ARTICLE V

The street address of the initial registered and principal office of the corporation is 2643 59TH Avenue S., St. Petersburg, FL 33712. The initial registered agent is Frederick E. Harms, Jr.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is four. The name and address of the person(s) who are to serve as a member of the initial board of directors is:

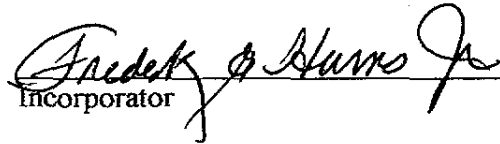
FREDERICK E. HARMS, JR., PRESIDENT
2643 59TH AVE. SOUTH
ST. PETERSBURG, FL 33712

PATRICK K. HARMS, SECRETARY
4997 2ND AVE NORTH
ST. PETERSBURG, FL 33713

ARTICLE VII

The name and street address of the incorporator to these Articles of Incorporation is Frederick E. Harms, Jr., 2643 59th Avenue S., St. Petersburg, FL 33712.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 12 day of January 2004.


Incorporator


CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That FRED'S CUSTOM FLOOR COVERING, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of St. Petersburg, State of Florida, has named Frederick E. Harms, Jr., located at 2643 59th Avenue S., St. Petersburg 33712, County of Pinellas, State of Florida as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

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

By: 
Frederick E. Harms, Jr., Registered Agent

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TALLAHASSEE, FLORIDA

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