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TRANSMITTAL LETTER

FILED

97 NOV -6 PM 2: 33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

600002339686--8
-11/06/97--01011--008
*****70.00 *****70.00

SUBJECT: CARPET BARGAINS SUPERMARKET, INC.
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$70.00. Please return one copy of the Articles stamped with the filing date.

FROM:

SUSAN JOHNSTON GOBER

Name (print or type)

P.O. BOX 490545

Address

LEESBURG, FL, 34749-0545

City, State, Zip

407-324-8800

Area Code and Phone Number (Daytime)

Hall

NOV - 6 1997

ARTICLES OF INCORPORATION
Of
CARPET BARGAINS SUPERMARKET, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation shall be CARPET BARGAINS SUPERMARKET, INC., hereinafter referred to as the "Corporation".

ARTICLE II

Principal Place of Business

The principal office of the Corporation shall be 2913 S. ORLANDO DR., SANFORD, FL 32773. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida.

ARTICLE III

Shares

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is 1,000, each share to have a par value of One dollar (\$1.00).

ARTICLE IV

Initial Registered Agent and Registered Office

The name and address of the initial registered agent for service of process upon the Corporation is JIM GOBER, whose registered office is located at the place of business stated in Article II above.

ARTICLE V

Duration

The duration of the Corporation shall be perpetual.

ARTICLE VI

Incorporators

The names and mailing addresses of the incorporators are:

Incorporator Name	Incorporator Addresses
Susan Johnston Gober	P.O. Box 490545, Leesburg, FL 34749-0545
Jim Gober	P.O. Box 490545, Leesburg, FL 34749-0545

ARTICLE VII

No Personal Liability

The private property of the stockholders shall not be subject to the payment of corporate debts.

ARTICLE XVIII
Operating Provisions

The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

ARTICLE IX
Fiscal year

The fiscal year of the Corporation shall be a calendar year from January 1 to December 31 of each year.

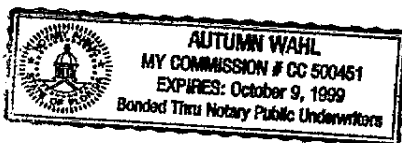
IN WITNESS WHEREOF, we have hereunto set our hands and seals on this, the 4th day of November, 19 97.

notarizing for
James Gober

if any questions call 787-5111(352)

Jim Holer
Signature

Susan Johnston Gober
Signature



Articles of Incorporation

Filing Fee — \$ 35.00

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE FILED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida law, the undersigned Corporation organized under the laws of the State of Florida submits the following statement in designating the registered office/registered Agent in the State of Florida.

1. The name of the corporation is **CARPET BARGAINS SUPERMARKET, INC.**
2. The name and address of the registered Agent and office is:

JIM GOBER
Full name

2913 S. Orlando Dr.
Address (P.O. Box is not acceptable)

Sanford, FL 32773
City, State, and zip

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Jim Gober
SIGNATURE OF REGISTERED AGENT.

11-4-97
Date

**Designation of Registered Agent
Filing Fee - \$ 35.00**