

WILLIAM F. POOLE, IV, P.A.
Attorneys at Law

WILLIAM (FRED) POOLE, IV
CORPORATE AND BUSINESS LAW

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May 21, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: BOB HERRING'S CARPETS, INC.

Dear Sir or Madam:

Enclosed is are duplicate originals of Articles of Amendment to Articles of Incorporation for the above-referenced corporation for filing. Our firm's check for \$70.00 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	\$ 35.00
Total	\$ 70.00
	=====

Upon acceptance of the Articles of Amendment and filing thereof by your office, please provide this firm with a certified copy of the Articles of Amendment.

Thank you for your assistance in this matter.

600002885096--8
-05/25/99--01023--017
*****70.00 *****43.75

Sincerely,

Wanda B. Butler

Wanda B. Butler, Assistant to
WILLIAM F. POOLE, IV

/wbb
Enclosures

cc: Mr. James A. Huitsing (w/o Enclosures)

ARTICLES OF AMENDMENT

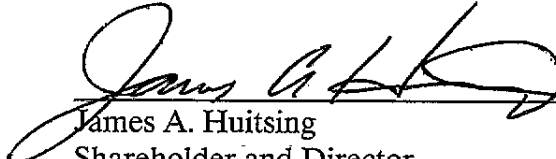
1. The following provisions of the Articles of Incorporation of BOB HERRING CARPETS, INC., a Florida corporation, as filed in the offices of the Secretary of State, State of Florida in Tallahassee, Florida on the 14th day of December, 1972, be and they are hereby amended in the following particulars:

ARTICLE VII, DIRECTORS, is hereby amended to read as follows:

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders, but shall never be less than one.

2. The foregoing amendments were adopted by the all members of the Board of Directors and all shareholders of the Corporation on the 18 day of May, 1999.

IN WITNESS WHEREOF, we the stockholders and directors of the Corporation have executed these Articles of Amendment this 18 day of May, 1999.


James A. Huitsing
Shareholder and Director


Debra S. Huitsing
Director

FILED
99 MAY 25 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JAMES A. HUITSSING and DEBRA S. HUITSSING known to me to be a member of the Board of Directors described in and/or that I relied upon the following form of identification of the above-named person: Florida Driver's License and who executed the foregoing instrument, and he acknowledged before me the matters and things contained in the above and foregoing are true and correct, and that an oath was/was not taken.

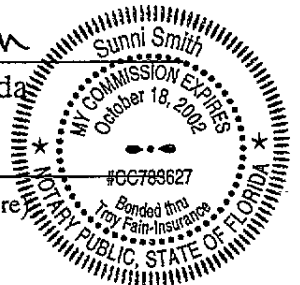
WITNESS my hand and official seal in the County and State last aforesaid this 18 day of May, A.D., 1999.

NOTARY SEAL

Sunni Smith
Notary Public, State of Florida

SUNNI SMITH

(Printed notary signature)



STATE OF FLORIDA)
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, DEBRA S. HUITTING known to me to be a member of the Board of Directors described in and/or that I relied upon the following form of identification of the above-named person: Florida Driver's License and who executed the foregoing instrument, and she acknowledged before me the matters and things contained in the above and foregoing are true and correct, and that an oath was/was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 4 day of May, A.D., 1999.

NOTARY SEAL

Sunni Smith
Notary Public, State of Florida

SUNNI SMITH

(Printed notary signature)

