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April 14, 2000

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Qualification/Tax Lien Section
409 East Gaines Street
Tallahassee, Florida 32399

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-04/17/00--01116--012
*****78.75 *****78.75

Re: *Flooring America, Inc. - Application by Foreign Corporation for Authorization to Transact Business in Florida*

Dear Sir/Madam:

F-2226

Enclosed for filing with your office on behalf of Flooring America, Inc. are duplicate originals of the Application by Foreign Corporation for Authorization to Transact Business in Florida, together with an original Certificate of Existence issued by the Delaware Secretary of State. Also enclosed is a check in the amount of \$78.75 made payable to the Florida Department of State in payment of filing fees.

Please return a certified copy of this application as filed with your office to the undersigned in the self-addressed, stamped envelope provided.

If you should have any questions or require additional information regarding this matter, please do not hesitate to contact me at (404) 815-3648. Thank you for your cooperation.

Very truly yours,

SMITH, GAMBRELL & RUSSELL LLP

Lucy Kimsey

Lucy Kimsey
Legal Assistant

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

/lk

Enclosures

cc: Richard G. Greenstein, Esq.
Mr. Robert Reinsel (via facsimile)

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Flooring America, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 58-2060334
(FEI number, if applicable)
4. 7/29/93
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 4/1/00
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 210 TownPark Drive, Kennesaw, GA 30144

(Current mailing address)
8. retail floor covering sales and service
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

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TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

Dale W. Morris

(Registered agent's signature)

DALE W. MORRIS
ASSISTANT VICE PRESIDENT

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: SEE ATTACHED LIST

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Dr. Seal*

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas P. Leahey, Executive Vice President-Finance/Treasurer

(Typed or printed name and capacity of person signing application)

**ATTACHMENT TO
APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
OF
FLOORING AMERICA, INC.**

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

<u>NAME</u>	<u>ADDRESS</u>
Joseph J. Jillson	1121 Alderman Drive, Alpharetta, GA 30005
Richard A. Kaplan	595 Blossom Road, 3 rd Floor, Rochester, NY 14610
Thomas P. Leahey	210 TownPark Drive, Kennesaw, GA 30144
A. J. Nassar	210 TownPark Drive, Kennesaw, GA 30144
David L. Nichols (Chairman)	210 TownPark Drive, Kennesaw, GA 30144
J. Michael Nixon	1121 Alderman Drive, Alpharetta, GA 30005
F. G. Rodgers	3 Sea Court, Johns Island, Vero Beach, FL 32963
Larry T. Solari	100 Clock Tower Place, Ste. 200, Carmel, CA 93923
Herb Wolk	33 Frost Street, Westbury, NY 11590

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
David L. Nichols	Chairman of the Board	210 TownPark Drive, Kennesaw, GA 30144
A. J. Nassar	President/CEO	210 TownPark Drive, Kennesaw, GA 30144
Stephen P. Coburn	EVP - Operations & Human Resources/Asst. Secretary	210 TownPark Drive, Kennesaw, GA 30144
Thomas P. Leahey	EVP - Finance/Treasurer	210 TownPark Drive, Kennesaw, GA 30144
Leonard H. Thill	CFO/Secretary	210 TownPark Drive, Kennesaw, GA 30144
Paul Renn	Pres.- Flooring America Retail Division	210 TownPark Drive, Kennesaw, GA 30144
Scott Wheeler	Pres.- Flooring America Franchise Division	210 TownPark Drive, Kennesaw, GA 30144
Michael L. DeGrace	Pres.- MAXCARE Franchise Division	210 TownPark Drive, Kennesaw, GA 30144
Mike Cherico	Pres.- GCO Franchise Div.	210 TownPark Drive, Kennesaw, GA 30144
Paul Bumblauskas	SVP - Operations	210 TownPark Drive, Kennesaw, GA 30144

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLOORING AMERICA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF APRIL, A.D. 2000.

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SECRETARY OF STATE
TALENTSSEE FLORIDA



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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

04-07-00

DATE: