

FD3000002794

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FLOOR AND DECOR OUTLETS OF AMERICA INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

RE-SUBMIT

Please retain original filing
date of submission 9/30

FILED
11 SEP 30 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend



October 3, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporations

FLOOR AND DECOR OUTLETS OF AMERICA INC.

245 TOWNPARK DRIVE

RAVINE ONE, SUITE 400

KENNESAW, GA 30144

SUBJECT: FLOOR AND DECOR OUTLETS OF AMERICA INC.

REF: F03000002794

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

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Tina Roberts
Regulatory Specialist II

FAX Aud. #: H11000238767
Letter Number: 511A00022661

RECEIVED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE-SUBMIT

Please retain original filing
date of submission 9/30

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Floor and Decor Outlets of America, Inc.
Name of Corporation

DOCUMENT NUMBER: F03000002794

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Shannyn Crawford
Name of Contact Person

Proskauer Rose LLP
Firm/Company

2049 Century Park East, Suite 3200
Address

Los Angeles, CA 90067
City/State and Zip Code

scrawford@proskauer.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Shannyn Crawford at (310) 284-4505
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F03000002794

(Document number of corporation (if known))

1. Floor and Decor Outlets of America, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Georgia 3. 06/04/2003
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____
5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- _____
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Delaware
(New jurisdiction)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Andy Wong

(Typed or printed name of person signing)

AVP Corporate Controller

(Title of person signing)

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 110928100
PRINT DATE : 09/28/2011
FORM NUMBER : 218

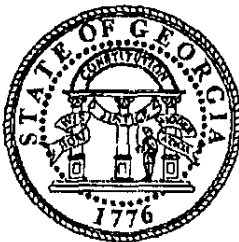
C T CORPORATION SYSTEM
PATTIE HARDY
1201 PEACHTREE ST NE
ATLANTA, GA. 30361

CERTIFICATE OF FACT

I, Brian P. Kemp, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

Effective December 21, 2010, FLOOR AND DÉCOR OUTLETS OF AMERICA, INC., a Domestic Profit Corporation filed a certificate of conversion converting FLOOR AND DÉCOR OUTLETS OF AMERICA, INC., a Domestic Profit Corporation into: FLOOR AND DÉCOR OUTLETS OF AMERICA, INC., a Foreign Non-Qualifying Entity

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated within.



B: P. Kemp

Brian P. Kemp
Secretary of State

Delaware

PAGE 1

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF A CORPORATION TO A DELAWARE CORPORATION OF "FLOOR AND DECOR OUTLETS OF AMERICA, INC.", WAS FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2010, AT 8:23 O'CLOCK A.M.

4913101 8317

111047739

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9057637

DATE: 09-27-11