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CR2E031 (1-89)

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CT	Corporation	System	= =		
Request 660	equestor's Name 660 East Jefferson Street				
Address	lahassee, Fl	L - 32301	222-1092		
City	State	Zip	Phone		

SECRETARY OF STATION SECRETARY OF PH 1: 55

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Ce	aipetMAX of Florida	Inc
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() Foreign	() Dissolution/Withdrawal	() Mark
() Limited Partnership () Reinstatement ()Fictitious Name	() Annual Report () Name Registration	() Other () Change of R.A. () UCC Filing
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PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

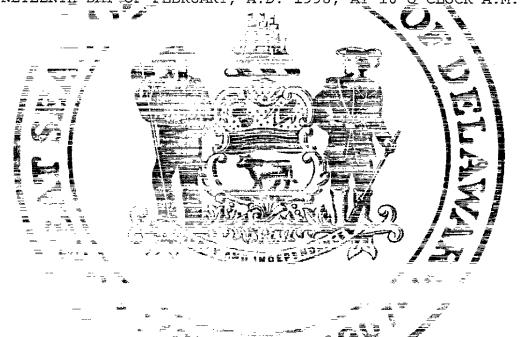
(Pursuant to s. 607.1504, F.S.)

SECTION I (1-3 MUST BE COMPLETED)

BAY AREA CARPETS, INC.			S. C.	10 m
Name of corporation as it a	ppears on the records	of the Department of State.		Į,
2. Delaware	3.	September 20, 1994		
Incorporated under laws of		Date authorized to do business in Fl	orida	-
(4-7 COMPLETE	SECTION II ONLY THE APPLIC	CABLE CHANGES)		-
. If the amendment changes the name of the corp	poration, when wa	s the change effected under the la	aws of	-
its jurisdiction of incorporation? February 1	19, 1998.		٠	_
CarpetMAX of Florida, Inc.				
. If the amendment changes the period of duration	•	eriod of duration.		
	New Duration			-
. If the amendment changes the jurisdiction of in	corporation, indica	ate new jurisdiction.		
	New Jurisdiction		=	- '
Tolone Hones Signature		March 19, 1998 Date	-	 F
Gene Harper		Secretary	<u></u>	
Typed or printed name		Title		

State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BAY AREA CARPETS, INC.", CHANGING ITS NAME FROM "BAY AREA CARPETS, INC." TO "CARPETMAX OF FLORIDA, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF FEBRUARY, A.D. 1998, AT 10 O'CLOCK A.M.





Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Bay Area Carpets, Inc., a corporation organized and existing under and by virtue of the

General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written

consent of its members, filed with the minutes of the Board, adopted a resolution proposing and

declaring advisable the following amendments to the Certificate of Incorporation of said

corporation:

RESOLVED, that the Certificate of Incorporation of Bay Area Carpets, Inc. be

amended by changing the First Article thereof so that, as amended, said Article

shall be and read as follows:

The name of the Corporation is CarpetMAX of Florida, Inc.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have

given unanimous written consent to said amendments in accordance with the provisions of

Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendments were duly adopted in accordance with the

applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of

Delaware.

IN WITNESS WHEREOF, said Bay Area Carpets, Inc. has caused this certificate to be

signed by Gene Harper, its Secretary, this 18th day of February, 1998.

BAY AREA CARPETS, INC.

By: One Hanger

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