



THE UNITED STATES
CORPORATION
COMPANY

L97 00000000/6

ACCOUNT NO. : 072100000032

REFERENCE : 208259 7116793

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 2, 1997

ORDER TIME : 1:15 PM

ORDER NO. : 208259-030

CUSTOMER NO: 7116793

CUSTOMER: Todd Hodges, Esq
AGLIANO HODGE4 & WHITMORE,
P.A.
Park Tower, Suite 2630
400 North Tampa Street
Tampa, FL 33602

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-01/08/97-01059--009
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FILED
97 JAN -2 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

EFFECTIVE DATE
12-24-96

NAME: CASTLE CARPET, L.C.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☒ CERTIFICATE OF LIMITED ~~PARTNERSHIP~~

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

RECEIVED
97 JAN -2 PM 3:02
OFFICE OF THE CLERK
TALLAHASSEE, FLORIDA

1-3 97
KR

EFFECTIVE DATE

12-24-96

CASTLE CARPET, L.C.
ARTICLES OF ORGANIZATION

FILED
97 JUN -2 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608, Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

ARTICLE I

NAME

The name of the Limited Liability Company is Castle Carpet, L.C.

ARTICLE II

PERIOD OF DURATION

The period of duration of the Limited Liability Company shall commence five days prior to the filing of these Articles in the office of the Secretary of State of Florida and shall terminate upon the first to occur of the following:

- (i) December 31, 2015; or
- (ii) Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act.

ARTICLE III

PURPOSE

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws, including, but not limited to, the power to purchase goods.

ARTICLE IV

ADDRESS OF PLACE OF BUSINESS

The address of the place of business in Florida for the Limited Liability Company is 1340 North Clearview Avenue, Tampa, Florida.

ARTICLE V

REGISTERED AGENT

The name and address of the initial registered agent in Florida for the Limited Liability Company is Geoffrey Todd Hodges, Esquire, 400 North Tampa Street, Suite 2630, Tampa, Florida 33602.

ARTICLE VI

CAPITAL CONTRIBUTIONS

The total amount of cash and/or a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: Seven Hundred Fifty Thousand and 00/100 Dollars (\$750,000.00). The Limited Liability Company shall have the right to accept additional contributions at any time in the discretion of the managers.

ARTICLE VII

CLASSES OF MEMBERS

The Limited Liability Company shall have two classes of members, which shall be designated as Class A and Class B. The relative rights, obligations, and preferences of the classes of membership shall be fixed by the Regulations; provided, however, that except as specifically provided by the Regulations, only Class A Members shall be entitled to vote to (a) elect managers; (b) continue the business of the Limited Liability Company; (c) admit additional members; or (d) adopt, alter, amend, or repeal Regulations.

ARTICLE VIII

ADDITIONAL MEMBERS

Members may be admitted as provided by the Regulations.

ARTICLE IX

CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of a

majority in interest of the remaining Class A members of the Limited Liability Company.

ARTICLE X
MANAGEMENT

The Limited Liability Company is to be managed by the members. The name and address of the initial managing members who will serve as such until the first annual meeting of members or until their successors are elected and qualify are as follows:

Castle Floor Covering, Inc.
1340 North Clearview Avenue
Tampa, Florida 33614

Gruber Flooring, Inc.
1340 North Clearview Avenue
Tampa, Florida 33614

BP Flooring, Inc.
1340 North Clearview Avenue
Tampa, Florida 33614

JP Flooring, Inc.
1340 North Clearview Avenue
Tampa, Florida 33614

Pintchuck Flooring, Inc.
1340 North Clearview Avenue
Tampa, Florida 33614

ARTICLE XI
REGULATIONS

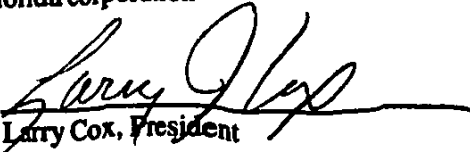
Except as specifically provided in the Regulations, the power to adopt, alter, amend, or repeal the Regulations shall be vested in the Class A Members.

* * * * *

Executed at Tampa, Florida, on the 30th day of December, 1996.

MEMBERS:


CASTLE FLOOR COVERING, INC.,
a Florida corporation

By: 
Larry Cox, President


GRUBER FLOORING, INC., a Florida
corporation

By: 
David Gruber, President

BP FLOORING, INC., a Florida corporation

By: 
Bart Pelloni, President

JP FLOORING, INC., a Florida corporation

By: 
James Pelloni, President

PINTCHUCK FLOORING, INC., a Florida
corporation

By: 
Scott Pintchuck, President

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of CASTLE CARPET, L.C., the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 608.415 and is registered agent as designated by the Articles of Organization of CASTLE CARPET, L.C.

Executed this 30th day of December, 1996.



GEOFFREY TODD HODGES

FILED
97 JAN -2 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY MANAGER

Having been appointed the managing members of CASTLE CARPET, L.C., the undersigned accept such an appointment, agree to act in such capacity, and accept the obligations imposed by Chapter 608 of the Florida Statutes.

Executed at Tampa, Florida, on the 30th day of December, 1996.

MANAGERS:

CASTLE FLOOR COVERING, INC.,
a Florida corporation

By: 

Larry Cox, President

GRUBER FLOORING, INC., a Florida corporation

By: 

David Gruber, President

BP FLOORING, INC., a Florida corporation

By: 

Bart Pelloni, President

JP FLOORING, INC., a Florida corporation

By: 

James Pelloni, President

PINTCHUCK FLOORING, INC., a Florida corporation

By: 

Scott Pintchuck, President

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared JAMES E. PELLONI, who, being first duly sworn and under penalty of perjury, says:

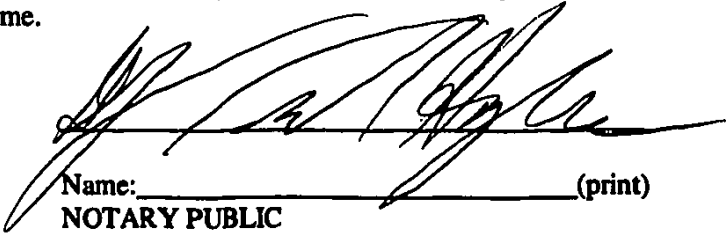
1. That he is the President of JP Flooring, Inc., a Florida corporation.
2. That JP Flooring, Inc. is a member of Castle Carpet, L.C., a Florida limited liability company.
3. That Castle Carpet, L.C. has at least two members.
4. That the amount of cash contributed or agreed to be contributed and anticipated to be contributed by the members to Castle Carpet, L.C. is Seven Hundred Fifty Thousand Dollars (\$750,000.00).

FURTHER AFFIANT SAYETH NAUGHT.



JAMES E. PELLONI

Sworn to and subscribed before me this 30th day of December, 1996, by JAMES E. PELLONI, who is personally known to me.


Name: _____ (print)
NOTARY PUBLIC

Commission No.: _____

Commission Expiration Date: _____



Geoffrey Todd Hodges
MY COMMISSION # 02516390 EXPIRES
April 3, 2000
BONDED THROUGH TROY FARM INSURANCE, INC.

FILED
97 JAN -2 AM 11: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA