

P000000014051
J & M Tax Service, Inc.
Prompt - Personal - Professional
2263 NW Boca Raton Blvd. Suite 205 Boca Raton, FL 33431
(561) 750-8299 FAX (561) 750-8330

January 24, 2000

Department of State
Division of Corporations
409 Gaines Street
Tallahassee, Florida 32399

Dear Sirs:

Enclosed are the Articles of Incorporation for MARIE CLARK
SECRETARIAL SERVICES, INC. along with our check for \$87.50.

Please process promptly and return to our office.

Thank you for your assistance.

Sincerely,

J & M TAX SERVICE, INC.

James G. Mullin
Vice President

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W000-2941

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00 FEB -9 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. WAGNADORE FEB 8 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 2, 2000

J & M TAX SERVICE INC.
2263 NW BOCA RATON BOULEVARD
SUITE 205
BOCA RATON, FL 33431

SUBJECT: RUG RATZ CARPET OUTLET, INC.
Ref. Number: W00000002941

We have received your document for RUG RATZ CARPET OUTLET, INC..
However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears
in your document.

Please return the original and one copy of your document, along with a copy of
this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 300A00004950

**ARTICLES OF INCORPORATION
OF
RUG RATZ CARPET OUTLET, INC.**

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00 FEB -9 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Professional Service Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this corporation is RUG RATZ CARPET OUTLET, INC.

**ARTICLE II
PURPOSE**

This corporation is organized for the purpose of owning, operating and providing management services to carpet/flooring companies throughout the United States, and all other related activities permitted under the laws of the State of Florida and the United States of America.

**ARTICLE III
CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

**ARTICLE IV
TERMS OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V
OFFICERS DIRECTORS**

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of this corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law. The name of the initial officer and director of this corporation is:

James W. Dever Jr. 634 Adonider Lane, Wellington, Florida 33414

**ARTICLE VI
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

**ARTICLE VII
INITIAL REGISTERED AGENT**

The name of the initial Registered Agent of this corporation is James G. Mullin, 2263 NW 2nd Avenue #205, Boca Raton, Fl 33431.

**ARTICLE VIII
INDEMNIFICATION**

This corporation shall indemnify any Officer or Director, or any former Officer of Director, to the full extent permitted by law.

**ARTICLE IX
CORPORATE ADDRESS**

The initial address in the State of principal office of the corporation shall be:

634 Adonider Lane, Wellington, Fl 33414

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

**ARTICLE X
AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

**ARTICLE XI
SUB-CHAPTER S CORPORATION**

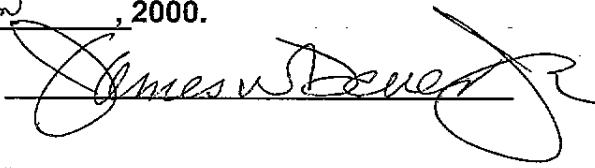
This corporation may elect to be treated as a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation
is

James W. Dever Jr. 634 Adonider Lane, Wellington, FL 33414

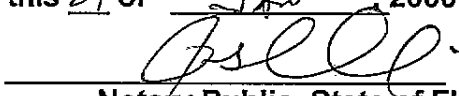
IN WITNESS WHEREOF, the undersigned has executed these Articles
of Incorporation this 24 day of JAN, 2000.



STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments, in the State and
County aforesaid, personally appeared James W. Dever Jr., known to me and known
by me to be the persons who executed the foregoing Articles of Incorporation, and
he acknowledged before me that he executed same for the purposes there
expressed.

IN WITNESS HEREOF, I have hereunto set my hand and affixed my official
seal, in the State and County aforesaid this 24 of JAN, 2000.



Notary Public, State of Florida
at Large
My Commission Expires:



James G. Mullin
Commission # 00 829589
Expires Apr. 25, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

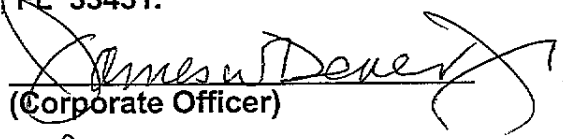
CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office/registered agent, in the State of Florida.

1. The name of the Corporation is: RUG RATZ CARPET OUTLET, INC.

2. The name and address of the registered agent and office is: JAMES G. MULLIN,
2263 NW ~~Boca Raton Blvd.~~ ^{2nd Ave}, #205, Boca Raton, FL 33431.

SIGNATURE


(Corporate Officer)

TITLE:

Pres.

DATE:

1/24/00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEARBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE:


(Registered Agent)

DATE:

1/24/00

FILED
00 FEB -9 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA