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LAW OFFICES
OF
WILLIAM C. DICK
ATTORNEY AT LAW
210 SOUTH BUMBY AVENUE, SUITE B
ORLANDO, FLORIDA 32803

AREA CODE 407
TELEPHONE 894-3700
TELEFAX 894-9193

August 21, 2000

PLEASE REPLY TO:
POST OFFICE BOX 3066
ORLANDO, FLORIDA 32802

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

800003370368--9
-08/23/00--01112--021
*****78.75 *****78.75

RE: Wholesale Carpets of Orlando, Inc.

EFFECTIVE DATE
08-21-00

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees:

Filing Fees	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	<u>8.75</u>
Total	\$78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you.

Cordially,

William C. Dick

FILED
00 AUG 23 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WCD:imm
Enclosures
Copy to: David Spada

08-28

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ARTICLES OF INCORPORATION
OF
WHOLESALE CARPETS OF ORLANDO, INC.

ARTICLE I
(NAME)

The name of this corporation is Wholesale Carpets of Orlando, Inc.

ARTICLE II
(COMMENCEMENT AND DURATION)

EFFECTIVE DATE
08-21-00

This corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III
(PURPOSE)

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
(CAPITAL STOCK)

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

ARTICLE V
(PRINCIPAL OFFICE AND MAILING ADDRESS)

The principal place of business and mailing address of this corporation shall be:

Wholesale Carpets of Orlando, Inc.
4910 Haiti Circle
Orlando, Florida 32808

ARTICLE VI
(INITIAL REGISTERED AGENT AND ADDRESS)

The name and address of the initial registered agent is:

FILED
00 AUG 23 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

David Spada
Wholesale Carpets of Orlando, Inc.
4910 Haiti Circle
Orlando, Florida 32808

**ARTICLE VII
(INITIAL BOARD OF DIRECTORS)**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law.

The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
David Spada	4910 Haiti Circle Orlando, Florida 32808

**ARTICLE VIII
(INCORPORATORS)**

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
David Spada	4910 Haiti Circle Orlando, Florida 32808

**ARTICLE IX
(INDEMNIFICATION)**

The corporation shall indemnify any present or former officer or director, or any person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

**ARTICLE X
(AMENDMENT)**

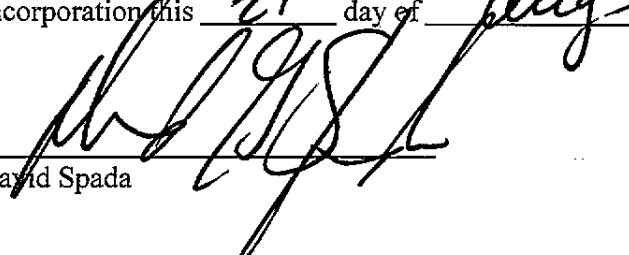
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to

this reservation.

**ARTICLE XI
(PREEMPTIVE RIGHTS)**

Each shareholder of this corporation shall have the right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from this corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to this corporation within thirty (30) days of receipt of notice from this corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of Aug, 2000.



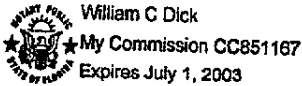
David Spada

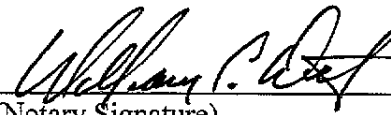
STATE OF FLORIDA:

SS

COUNTY OF ORANGE:

The foregoing Articles of Incorporation were acknowledged before me this 21st day of August, 2000, by David Spada, and he stated to me that he executed the same freely and voluntarily for the purposes therein stated. He is personally known to me or has produced satisfactory evidence of identification pursuant to Florida Statute §117.05.





(Notary Signature)

William C. Dick

(Notary Name Printed Or Typed)

NOTARY PUBLIC, STATE OF FLORIDA
Commission No: CC 851167

(NOTARY SEAL)

**CERTIFICATE OF REGISTERED AGENT
AND REGISTERED OFFICE
OF
WHOLESALE CARPETS OF ORLANDO, INC.**

Pursuant to Florida Statutes, §607.0501 and §607.0505, the following is submitted in compliance with said sections:

WHOLESALE CARPETS OF ORLANDO, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named David Spada as its Registered Agent to accept service of process within this State and who is located at the following registered office:

David Spada
Wholesale Carpets of Orlando, Inc.
4910 Haiti Circle
Orlando, Florida 32808

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this Certificate, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED THIS 21st day of Aug., 2000.


[Signature]
David Spada

STATE OF FLORIDA:

SS

COUNTY OF ORANGE:

The foregoing Certificate of Registered Agent and Registered Office was acknowledged before me this 21st day of AUGUST, 2000, by David Spada, and he stated to me that he executed the same freely and voluntarily for the purposes therein stated. He is personally known to me or has produced satisfactory evidence of identification pursuant to Florida Statute §117.05.

 William C Dick
My Commission CC851167
Expires July 1, 2003

[Signature]
(Notary Signature)

William C. Dick
(Notary Name Printed Or Typed)
NOTARY PUBLIC, STATE OF FLORIDA
Commission No: CC851167

(NOTARY SEAL)

FILED
00 AUG 23 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA