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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JOHN M. SAKELLARIDES

P000000104329
November 2, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Re: Articles of Incorporation of H&M Flooring, Inc.

Dear Secretary of State:

Enclosed for filing with the Division of Corporations, please find the following:

1. Original and one copy of the Articles of Incorporation for H&M Flooring, Inc.;
and
2. Check in the amount of \$122.50 to cover the cost of such filing.

Please send a conformed copy of the Articles to my office once they have been filed.
If you should have any questions, please do not hesitate to contact me.

Very truly yours,

HERDMAN & SAKELLARIDES, P.A.

John M. Sakellarides
John M. Sakellarides

JMS/lsg
Enclosures

11-7

**ARTICLES OF INCORPORATION
OF
H&M FLOORING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be H&M FLOORING, INC. and its principle place of business shall be 12610 3rd Isle, Hudson, Florida 34667.

ARTICLE II

The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes. The corporation shall also have all other powers provided in the statutes of the State of Florida.

ARTICLE III

The corporation is authorized to issue 5000 shares of common stock at a par value of \$1.00 per share. The amount of capital with which this corporation will begin business is at least One Thousand (\$1,000.00) Dollars.

ARTICLE IV

The initial by-laws of the corporation shall be adopted by the Board of Directors. The powers to alter, amend or repeal the by-laws or adopt new by-laws, subject to repeal or changes by action of the stockholders, shall be vested in the Board of Directors. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE V

Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation, except that in the election of Directors, he shall have the right to vote such number of shares for as many persons as there are Directors to be elected. Cumulative voting shall not be allowed in the election of Directors or for any other purpose.

ARTICLE VI

The transfer of the shares represented by a certificate is subject to the conditions specified in the by-laws, and no transfer of such shares shall be valid or effective until such conditions have been fulfilled with respect to such transfer.

ARTICLE VII

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its stockholders and Board of Directors and shall keep at its registered office or principal place of business, or at the office of its transfer agent, a record of its stockholders, giving the names and addresses of all stockholders and the number of shares held by each. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Any person who shall have been a holder of record of at least five (5%) percent of the outstanding shares of the corporation at least six months immediately

preceding his demand, upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times; for any proper purpose the corporation's relevant books and records of accounts, minutes and the record of stockholders, and to make extracts therefrom.

ARTICLE VIII

The corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate is or was a Director or officer of the corporation.

ARTICLE IX

The initial Board shall consist of three (2) Directors and the name and addresses of each person who shall serve as Director until the first annual meeting of the stockholders or until their successors can be elected and qualified are:

Michael A. Macleod	12610 3rd Isle Hudson, Florida 34667
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Steven Hajj	1558 Doubloon Drive Holiday, Florida 34690
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The President of this corporation shall be a shareholder and Director. All other officers and Directors of the corporation, to the extent possible, shall be persons eligible to be shareholders.

ARTICLE X

The business affairs of the corporation shall be managed by the Board of Directors.

ARTICLE XI

The Board of Directors of the corporation may, from time to time, declare and the corporation may pay dividends in cash, property or its own shares, except when the corporation is insolvent or when the payment thereof would render the corporation insolvent, subject to the following provision:

- (a) Dividends may be declared and paid in cash or property only out of the unreserved and unrestricted earned surplus of the corporation, except as otherwise provided in this section.
- (b) The corporation may, by resolution of its Board of Directors, create a reserve or reserves out of its earned surplus for any proper purpose or purposes, and may abolish any such reserve in the same manner.

ARTICLE XII

The corporation is a close corporation; no shares and no securities evidencing the right to acquire shares shall be issued by means of public offering, solicitation or advertisement. All such shares and securities shall be subject to restrictions on transfer as permitted by applicable Florida Law. All issued shares and securities evidencing the right to acquire shares of the corporation shall be held of record by no more than seventy-five (75) persons in the aggregate.

ARTICLE XIII

The address of the initial registered office of the corporation and its registered agent is as follows:

Michael A. Macleod	12610 3rd Isle Hudson, Florida 34667
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ARTICLE XIV

The name and address of the incorporator is:

Michael A. Macleod	12610 3rd Isle Hudson, Florida 34667
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ARTICLE XV

The corporation reserves the right to amend, alter, change or repeal any provisions contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

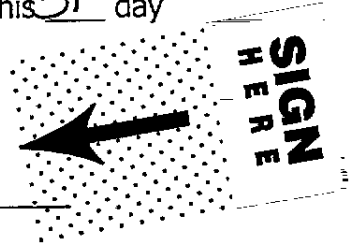
ARTICLE XVI

The corporation shall have perpetual existence which shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

IN WITNESS WHEREOF, the undersigned, the incorporator of the above-named corporation, has hereunto signed these Articles of Incorporation on this 31st day of October, 2000.

Michael A. Macleod

Michael A. Macleod
12610 3rd Isle
Hudson, Florida 34667



STATE OF FLORIDA)

COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared, MICHAEL A. MACLEOD, one of the officers and subscribers of H&M FLOORING, INC., and he acknowledged that he signed the foregoing Articles of Incorporation for the purposes expressed therein, this 31st day of October, 2000.

Laurie Stapler-George
NOTARY PUBLIC - STATE OF FLORIDA

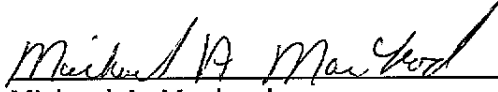
To me personally known: ✓

Identification shown: _____



CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for H&M FLOORING, INC., at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.


Michael A. Macleod

STATE OF FLORIDA)

COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared, MICHAEL A. MACLEOD, who, upon being first duly sworn, acknowledged that the foregoing Consent of Registered Agent, by him signed and sealed, in his free act and deed, this _____ day of October, 2000.

NOTARY PUBLIC - STATE OF FLORIDA

To me personally known:_____

Identification shown:_____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA