

701000111724

VARIAN C. BRANDON
8846 SKY VISTA COURT
ORLANDO, FL 32818

11/05/01

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL. 32301

200004687572--8
-11/19/01--01063--025
*****78.75 *****78.75

DEAR SIRs:

ENCLOSED, PLEASE FIND SEVENTY EIGHT DOLLARS AND SEVENTY
FIVE CENTS (\$78.75) TO COVER COST AND HANDLING OF INCORPORATION
OF:

CARPET SYSTEMS PLUS, INC.

THANK YOU,

VARIAN C. BRANDON

FILED
01 NOV 19 PM 10:52
SECRETARY OF STATE
TALLAHASSEE, FL 32301

11-26-01
WC

**ARTICLES OF INCORPORATION
OF
CARPET SYSTEMS PLUS, INC.**

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01 NOV 19 PM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

CARPET SYSTEMS PLUS, INC.

ARTICLE II - DURATION

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE UPON APPROVAL BY THE SECRETARY OF STATE OF THE STATE OF FLORIDA. THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE III - PURPOSE

TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES.

ARTICLE IV - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE ANY ONE TIME IS 1000 SHARES OF COMMON STOCK. EACH HAVING THE PAR VALUE OF \$1.00 (ONE DOLLAR) PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

ARTICLE V - INITIAL CAPITAL

THE AMOUNT OF CAPITAL STOCK WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS ONE THOUSAND DOLLARS (\$1000.00)

ARTICLE VI - ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS TO BE AT:

**8846 SKY VISTA COURT
ORLANDO, FL 32818
(407) 541-0705**

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS.

ARTICLE VIII - INITIAL DIRECTORS

THE NAME(S) AND ADDRESS(ES) OF THE BOARD OF DIRECTORS AND THE OFFICE(S) HELD UNTIL SUCCESSOR (S) ARE ELECTED AND HAVE QUALIFIED ARE:

NAME	OFFICE	ADDRESS
VARIAN C. BRANDON	President	8846 SKY VISTA COURT ORLANDO, FL 32818
KELVIN B. BOLES	Vice-President	

ARTICLE IX - SUBSCRIBER(S)

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER (S) OF THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK HE/SHE HAS AGREED TO TAKE IS AS FOLLOWS:

NAME	ADDRESS	SHARES
VARIAN C. BRANDON	8846 SKY VISTA COURT ORLANDO, FL 32818	990
KELVIN B. BOLES		10

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

**VARIAN C. BRANDON
8846 SKY VISTA COURT
ORLANDO, FL 32818**


ARTICLE XI - PRE-EMPTIVE RIGHTS

EACH SHAREHOLDER OF THE CORPORTION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORTIONAL PART OF ANY ISSUED, UNISSUED, OR TREASURY SHARES OF THE CORPORATION AT NET ASSET VALUE.

ARTICLE XII - AMENDMENT(S)

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE SHAREHOLDERS AND APPROVED AT A SHAREHOLDER'S MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL, AND
ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION
UNDER THE LAWS OF THE STATE OF FLORIDA THIS 5th DAY OF
NOVEMBER 2001.



VARIAN C. BRANDON

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS
IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED
VARIAN C. BRANDON
KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON (S) WHO EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE
ME THAT THEY EXECUTED THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY
SEAL, IN THE STATE AND COUNTY AFORESAID THIS 5th
DAY OF NOVEMBER 2001.


NOTARY

 Catherine L. Voorhees
My Commission CC877217
Expires November 28, 2003

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING UPON WHOM PROCESS MAY
BE SERVED.**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN ACCORDANCE WITH SAID ACT:**

CARPET SYSTEMS PLUS, INC.

HAVING BEEN ORGANIZED UNDER :

THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT:

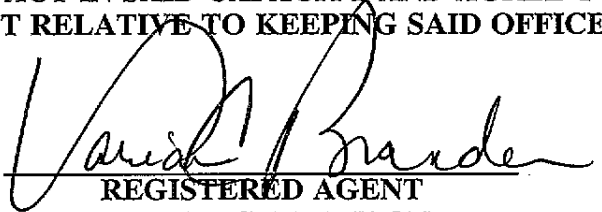
**8846 SKY VISTA COURT
ORLANDO, FL 32818**

**IN THE CITY OF ORLANDO FL, COUNTY OF ORANGE, AND IN THE
STATE OF FLORIDA, AS INDICATED IN THE ARTICLES OF INCORPORATION,
HAS NAMED:**

VARIAN C. BRANDON

IT'S AGENT TO ACCEPT PROCESS WITHIN THE STATE.

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
ACCEPT AND AGREE TO ACT IN SAID CAPACITY AND AGREE TO COMPLY WITH THE
PROVISIONS OF SAID ACT RELATIVE TO KEEPING SAID OFFICE OPEN.**


REGISTERED AGENT
VARIAN C. BRANDON


NOTARY



Catherine L. Voorhees
★ My Commission CC877217
Expires November 28, 2003

FILED
01 NOV 19 PM 10:52
SECRETARY OF STATE
TALLAHASSEE, FL 32399