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To:

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FLORIDA PROFIT CORPORATION OR P.A.

S&M FLOORING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
S & M Flooring, Inc.

THE UNDERSIGNED subscriber of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be: S & M Flooring, Inc. a Florida Corporation.

ARTICLE II

The general nature of the business to be transacted by this Corporation is:

- A. To conduct the transaction of any and all lawful business for which the corporation may be permitted to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.
- B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, transfer of corporation property, or other instruments to secure the payment of corporate indebtedness as required.
- C. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- D. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporations of the State of Florida, or any other government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership,

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including the right to vote such stock .

ARTICLE III

A. The maximum number of stock that this Corporation is authorized to have outstanding at any one time is 5000 shares of Common Stock having a nominal or par value of \$ -0-.

B. The holders of stock of the Corporation shall be entitled to one (1) vote for each share of stock held at all meetings of Stockholders with cumulative voting not permitted.

C. The stock of the Corporation shall be paid for in lawful money of the United States of America, or in property, securities, services or such other method of payment as the Board of Directors may reasonably approve at a just valuation to be fixed by the Board of Directors; the Corporation may from time to time increase its capital stock to any amount not prohibited by law.

ARTICLE IV

This Corporation is to exist perpetually.

ARTICLE V

The registered office and principal office of this Corporation in the State of Florida, 4046 44th Avenue North, St. Petersburg, FL 33714, and the Registered Agent at the same address is Steven H. Roe, 4046 44th Avenue North, St. Petersburg, FL 33714. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI

This Corporation shall not have less than one (2) Directors initially, none of whom shall be required to be Stockholders. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII

The names and post office addresses of the first Board of Directors and Officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Steven H. Roe	4046 44th Avenue North St. Petersburg, FL 33714	President
Michael Potter	4046 44 th Avenue North St. Petersburg, FL 33714	Vice-President

ARTICLE VIII

The name and post office address of the person signing these Articles of Incorporation:

<u>NAME</u>	<u>ADDRESS</u>
Steven H. Roe	4046 44th Avenue North St. Petersburg, FL 33714

ARTICLE IX

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 Stockholders, and approved at a Stockholders' meeting by two-thirds (2/3) of the stock entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

Steven H. Roe

Steven H. Roe

12-13-01

Date

STATE OF FLORIDA:

COUNTY OF PINELLAS:

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Steven H. Roe, who has produced a Florida Drivers License as identification, who executed the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he subscribed the said Articles of Incorporation freely and voluntarily, for the purposes therein expressed.

FL DL R000788663470

WITNESS my hand and official seal in the County and State named above, this Thursday, December 13, 2001.



Expires August 31, 2002

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Acceptance Of Service

Having been named as registered Agent and to accept Service of process for the above stated corporation at The place designated in the articles of incorporation, I Hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statues 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.

Steven H. Roe

Registered Agent
Print

Steven H. Roe

Steven H. Roe

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