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**NICKLAUS & NICKLAUS**  
ATTORNEYS AT LAW

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H. GREGG NICKLAUS

December 27, 2001

DEBORAH L. NICKLAUS

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

Re: Anthony's Carpet Outlet, Inc.

500004742525--6  
-12/28/01--01044--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sirs,

Enclosed please find the Articles of Incorporation and Certificate of Designation (originals and copies) for Anthony's Carpet Outlet, Inc.

In addition, I have enclosed a check in the amount of Eighty Seven & 50/100 (\$87.50) Dollars, for the following costs:

Filing Fee:	\$ 35.00
Registered Agent Fee:	\$ 35.00
Certificate of Incorporation:	8.75
Certified Copy of Articles of Incorporation	8.75
Total	\$ 87.50

Please issue the Certificate of Incorporation and return it to this office along with a certified copy of the Articles of Incorporation at your earliest convenience.

Your cooperation and assistance in this matter is greatly appreciated.

Very truly yours,



Deborah L. Nicklaus

DLN:dlp  
Enclosures

D. WHITE DEC 31 2001

ARTICLES OF INCORPORATION  
OF  
ANTHONY'S CARPET OUTLET, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

FIRST: The name of the corporation is ANTHONY'S CARPET OUTLET, INC.

SECOND: The corporation shall have perpetual existence, commencing as of January 1, 2002.

THIRD: This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

FOURTH: The corporation is authorized to issue a total of one thousand (1000) shares, all of which shall be common shares and shall have a par value of One Dollar (\$1.00) per share.

FIFTH: The shareholders of the corporation shall have a preemptive right to subscribe to any or all additional issues of the stock of the corporation.

SIXTH: The street address of the initial registered office of the corporation is 4615 Gulf Boulevard, #201, St. Pete Beach, FL 33706, and the name of the initial registered agent at that address is Diane Miksch, of Miksch & Co., CPA, P.A.

The address of the principal place of business of the corporation is 8801 66<sup>th</sup> Street North, Unit H, Pinellas Park, FL 33782.

SEVENTH: The business and affairs of the corporation shall be managed by a Board of Directors, which may be increased or decreased from time to time in the Bylaws, but shall never be less than one (1). The names and address of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follow:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Anthony W. Wood	8801 66 <sup>th</sup> Street North, Unit H Pinellas Park, FL 33782	Director
Joseph Michel Godin	2716 46 <sup>th</sup> Avenue North St. Petersburg, FL 33714	Director

EIGHTH: The names and post office addresses of the officers of the corporation are:

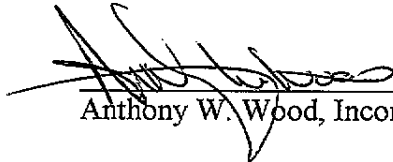
<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Anthony W. Wood	8801 66 <sup>th</sup> Street North, Unit H Pinellas Park, FL 33782	President
Joseph Michel Godin	2716 46 <sup>th</sup> Avenue North St. Petersburg, FL 33714	Vice President
Anthony W. Wood	8801 66 <sup>th</sup> Street North, Unit H Pinellas Park, FL 33782	Secretary/Treasurer

NINTH: The name and post office address of each incorporator of the Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Anthony W. Wood	8801 66 <sup>th</sup> Street North, Unit H Pinellas Park, FL 33782

TENTH: 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 the stockholders' meeting by a majority of the stock entitled to vote thereon.

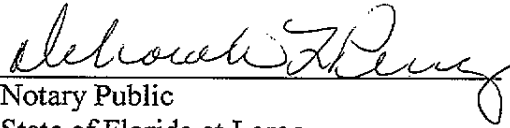
IN WITNESS WHEREOF, we the undersigned incorporators of this corporation have executed these Articles of Incorporation at St. Petersburg, Florida, this 27<sup>th</sup> day of December, 2001.

  
\_\_\_\_\_  
Anthony W. Wood, Incorporator

STATE OF FLORIDA :  
COUNTY OF PINELLAS:

BEFORE ME, the undersigned authority, this day personally appeared Anthony W. Wood, who is personally known to me to be the individual who executed the foregoing Articles of Incorporation, and having by me first been duly sworn severally says that the matters set forth in said Articles are true.

WITNESS my hand and official seal this 27<sup>th</sup> day of December, 2001.



Notary Public

State of Florida at Large

Print Name: Deborah L. Perry

Commission Number: \_\_\_\_\_

Commission Expires: \_\_\_\_\_



CERTIFICATION OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE

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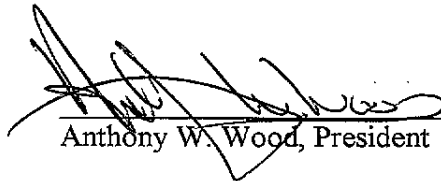
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.0501 of the Florida Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is ANTHONY'S CARPET OUTLET, INC.
2. The name and address of the registered agent and office of the Corporation is:

DIANE MIKSCH  
MIKSCH & CO., CPA, P.A.  
4615 Gulf Boulevard, #201  
St. Pete Beach, FL 33706

Signed:

  
Anthony W. Wood, President

Date: December 27, 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 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.

Signature:   
Diane Miksch  
Miksch & Co., CPA, P.A.

Date: 12/27/01