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January 8, 2002

Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
02 JAN -9 AM 9:07

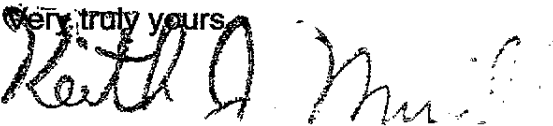
Re: Florida Home Flooring Corporation

Dear Sirs:

Enclosed please find the Articles of Incorporation of Florida Home Flooring Corporation. Also enclosed please find my trust account check in the amount of \$70.00 made payable to the Division of Corporations.

Please file the Articles of Incorporation of Florida Home Flooring Corporation in the ordinary course of business and return proof of incorporation in the enclosed Federal Express envelope. Your prompt cooperation will be appreciated.

Very truly yours,



KEITH J. MERRILL

KJM/zmv

Enclosures

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

1-14-02  
WC

**ARTICLES OF INCORPORATION  
OF  
FLORIDA HOME FLOORING CORPORATION**

FILED STATE  
SECRETARY OF CORPORATIONS  
02 JAN -9 AM 9:07

**ARTICLE I - NAME**

The name of the corporation is **FLORIDA HOME FLOORING CORPORATION**.  
Whose address is: 9680 S.W. 102 Avenue Road, Miami, Florida 33176

**ARTICLE II - DURATION**

The corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having the par value of one cent (\$0.01).

**ARTICLE V - ADDRESS**

The initial registered office of this corporation is 9680 S.W. 102 Avenue Road, Miami, Florida 33176. The name of the initial registered agent is Juan E. Rossel.

**ARTICLE VI - DIRECTORS**

The corporation shall have a board of directors consisting of at least two (2) individuals. The initial directors board shall consist of two individuals as follows:

Juan E. Rossel, 7254 S.W. 109 Place, Miami, Florida 33173  
Eduardo Badel, 9680 S.W. 102 Avenue Road, Miami, Florida 33176

**ARTICLE VII - PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

**ARTICLE VIII - SUBSCRIBER**

The name and street address of the incorporator of this corporation is as follows:

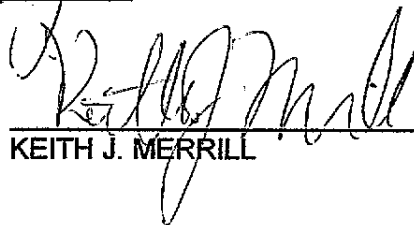
Keith J. Merrill, 1320 South Dixie Highway, Suite 731, Coral Gables, Florida 33146

ARTICLE IX - OFFICERS

The name and address of the initial officers of this corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

President, Vice President, Treasurer, Secretary - Juan E. Rossel

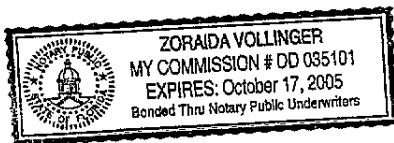
IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 8 day of January, 2002.

  
\_\_\_\_\_(SEAL)  
KEITH J. MERRILL

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

Before me, personally appeared, Keith J. Merrill, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and seal in the county and state above named this 8 day of January, 2002.

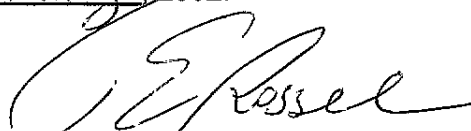


  
\_\_\_\_\_  
NOTARY PUBLIC - STATE OF FLORIDA  
My commission expires:

ACCEPTANCE

I CERTIFY that I am a permanent resident of Miami-Dade County, Florida, whose place of residence and post office address are as set forth above. I accept the foregoing designation as Registered Agent.

DATED this 08 day of January, 2002.

  
\_\_\_\_\_  
JUAN E. ROSSEL