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January 18, 2002

MARK A. PERRY
KEITH D. KERN

REAL ESTATE PARALEGAL
MICHELLE D. EDWARDS

LEGAL ASSISTANTS
KATHLEEN H. FARNHAM
JENNIFER L. TORRENCE

Via Federal Express

Florida Department of State
Division of Corporations
403 E. Gaines St.
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

RE: AMERICAN CARPET & TITLE OUTLET, INC.

Ladies and Gentlemen:

Enclosed herewith please find an original and one photocopy of the Articles of Incorporation regarding the above-referenced corporation. Also enclosed is our trust account check in the amount of \$78.75 representing \$35.00 filing fee, \$8.75 certified copy fee, and \$35.00 designation.

If everything appears to be in order, please file the Articles and return a certified copy to this office using the pre-addressed Federal Express envelope provided herewith for your convenience.

If you should have any questions, please do not hesitate to contact me. Your assistance in this matter is greatly appreciated.

Yours truly,



Jennifer L. Torrence
Assistant to Keith D. Kern

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Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 22 AM 9:41

1-28-02
WCC

**ARTICLES OF INCORPORATION
OF
AMERICAN CARPET & TILE OUTLET, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 22 AM 9:41

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is AMERICAN CARPET & TILE OUTLET, INC.

ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of this corporation is:

4059 W. Atlantic Avenue, Delray Beach, Florida 33445

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is One Thousand (1000), which shares shall be common stock having a one dollar (\$1.00) par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 50 S.E. 4th Street, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation at that address is Keith D. Kern, Esq.

ARTICLE V - INCORPORATOR

The names and addresses of the incorporator of this corporation are:

Fabrizio Levanti, 9842-B Boca Gardens Trail, Boca Raton, Florida 33496

ARTICLE VI - PURPOSE

This corporation is organized for the purpose of sales and installation of carpet and tile and to perform such other services pertaining to the business and the doing of any and all other business incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary or proper for or incidental to the furtherance of the purposes herein mentioned or in any other activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors of this corporation, who shall serve until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Fabrizio Levanti
9842-B Boca Gardens Trail
Boca Raton, Florida 33496

Salvatore Levanti
5077 Madison Road
Delray Beach, Florida 33484

ARTICLE VIII- INITIAL OFFICERS

The name and address of the initial Officers of this corporation, who shall serve until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Fabrizio Levanti
9842-B Boca Garden Trail
Boca Raton, Florida 33496

President, Treasurer

Salvatore Levanti
5077 Madison Road
Delray Beach, Florida 33484

Vice President, Secretary

ARTICLE IX - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XI - INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

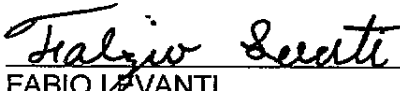
ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - INFORMAL ACTION

If all of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by this corporation, and the writings evidencing their consent are filed with the Secretary of this corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of January, 2002.


FABIO LEVANTI

Having been named as registered agent for the above-named corporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes, this ____ day of January, 2002.


KEITH D. KERN, Registered Agent