

FEB. 1. 2002 10:30AM

KNOTT CONSOER PA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**A & Z Flooring, Inc.**

Certificate of Status	1
Certified Copy	0
Page Count	204 (2)
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 1, 2002

HUMPHREY & KNOTT

SUBJECT: A & Z FLOORING, INC.  
REF: W02000002967

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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ARTICLES OF INCORPORATION  
OF  
A & Z Flooring, Inc.

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

The name of the corporation shall be A & Z Flooring, Inc.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

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## ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

## ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

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## ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

## ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose name and addresses are as follows:

President and Treasurer  
Benjamin Dylan Parry  
17556 Dumont Drive  
Fort Myers, FL 33912

Vice President and Secretaty  
Chad Ryan LaFlamme  
18577 Bartow Boulevard  
Fort Myers, FL 33912

## ARTICLE X

The initial registered agent of the corporation is George L. Consoer, Jr. Esq., 1625 Hendry Street, Third Floor, Fort Myers, FL 33901. The street address of the corporation's initial registered office is 1625 Hendry Street, Third Floor, Fort Myers, FL 33901.

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ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 17556 Dumont Drive, Fort Myers, FL 33912.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Benjamin Dylan Parry of 17556 Dumont Drive, Fort Myers, FL 33901.

The undersigned incorporator has executed these Articles of Incorporation this 1st day of February, 2002.

  
\_\_\_\_\_  
Ben Parry, Incorporator

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ACCEPTANCE BY REGISTERED AGENT  
FOR  
A & Z Flooring, Inc.

Having been designated as the Registered Agent of the above named corporation to accept service of process for said corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity and 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.

  
George L. Consoer, Jr.

Dated: Feb. 1<sup>st</sup>, 2002

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