

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 24-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO2000068185

Walters Wall to Wall Inc

400005881174--2

-06/20/02--01015--008

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

RECEIVED
02 JUN 20 AM 10:44
U.S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JUN 20 2002

Signature _____

Requested by: LW

Date 6/20

Time _____

Walk-In _____

Will Pick Up _____

174 Ponder's Printing • Thomasville, GA 30080

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

02 JUN 20 PM 12:12

SECRET
DIVISION OF CORPORATIONS

S

ARTICLES OF INCORPORATION
OF
WALLER'S WALL TO WALL, INC.

02 JUN 20 PM 12: 12
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE I - NAME

The name of this corporation is

WALLER'S WALL TO WALL, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity from the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSES

This corporation may engage in the operation of a floor covering business and may additionally engage or transact 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

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock with par value of One (\$1.00) Dollar per share. The amount of capital with which the corporation will begin business is One Hundred and 00/100 (\$100.00) Dollars.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 175 W. Granada Blvd., Suite 201, Ormond Beach, FL 32174-6362, and the name of the initial registered agent

of this corporation at that address is Randal L. Schecter, Esquire.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation may have a board of directors if elected by the shareholders, in which event the number of directors shall be as set by the shareholders from time to time. The corporation shall initially operate as a close corporation as provided by law. The business of the corporation shall be managed by the shareholders rather than by a board of directors until such time as the shareholders shall by majority vote elect to have a board of directors and set the number thereof, hold nominations and elections to fill such positions, and such board of directors is elected and qualified to fill said positions.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is David Davis, 5868 Woodpoint Terrace, Port Orange, Florida 32128.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend and repeal by-laws shall be vested in the shareholders. At such time that a board of directors is created by the shareholders, the power to adopt, alter, amend and repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE IX - ISSUANCE OF STOCK

Shares of capital of this corporation shall be issued initially to the following persons and in the amounts set forth opposite each name:

David Davis 51 shares

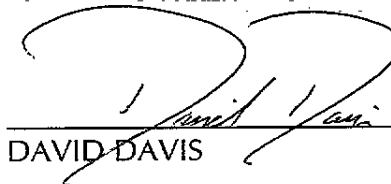
David Waller 49 shares

ARTICLE X - SHAREHOLDERS QUORUM AND VOTING

Fifty-One (51%) percent of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting shall be the act of the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of June, 2002.

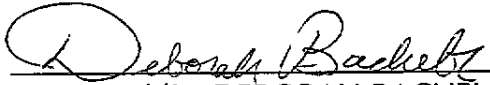

DAVID DAVIS

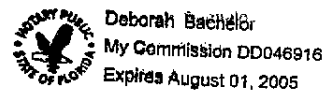
STATE OF FLORIDA

COUNTY OF VOLUSIA

Personally appeared before me DAVID DAVIS, who produced Florida Driver's License as identification and who acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes set forth therein.

WITNESS my hand and seal of office at Ormond Beach, Florida, this 17th day of June, 2002.


Notary Public: DEBORAH BACHELOR
My Commission Expires: 08/01/05



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST, THAT WALLER'S WALL TO WALL, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT 3648 RIDGEWOOD AVENUE, PORT ORANGE, FLORIDA 32129, STATE
OF FLORIDA, HAS NAMED RANDAL L. SCHECTER, ESQUIRE, 175 W. GRANADA BLVD.,
SUITE 201, ORMOND BEACH, FLORIDA, 32174-6362, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

Corporate Officer

TITLE: President

DATE: June 17, 2002

02 JUN 20 PM 11:15
DIVISION OF CORPORATE
REGISTRATION

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

(Resident Agent)

DATE: June 17, 2002