

P020000091088

**KIESEL, HUGHES & JOHNSTON**

ATTORNEYS AT LAW

2121 MCGREGOR BOULEVARD, FORT MYERS, FLORIDA 33901

A. JOHN HUGHES, JR. (239) 337-4500  
RICHARD JOHNSTON, JR. (239) 337-3900  
THOMAS F. KIESEL (239) 334-1800

REPLY TO: POST OFFICE BOX 1000  
FORT MYERS, FLORIDA 33902  
FACSIMILE (239) 337-7968

August 7, 2002

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**FILED**

02 AUG 21 AM 9:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: BIG AL'S CARPET BARN, INC.

Dear Sirs:

In regard to the above-referenced corporation, you will please find enclosed the following:

1. Original and one copy of Articles of Incorporation,
2. Check in the amount of \$78.75, to cover the following:

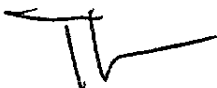
Filing Fee:	\$ 35.00
Registered Agent:	\$ 35.00
Certified Copy:	\$ 8.75

300007255123--4  
-08/21/02--01041--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**TOTAL AMOUNT: \$ 78.75**

Please file these Articles of Incorporation and forward a certified copy to the undersigned at your earliest convenience. Thank you for your assistance.

Very truly yours,



Thomas F. Kiesel  
TFK:tas  
Enclosures

UI 8-22-02

6

ARTICLES OF INCORPORATION  
OF  
BIG AL'S CARPET BARN, INC.

FILED

02 AUG 21 AM 9:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is BIG AL'S CARPET BARN, INC.,  
and its address is 12085 Metro Parkway, Fort Myers, Florida.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting  
any or all lawful business.

ARTICLE III

Capital Stock

This corporation is authorized to issue 1000 shares of Ten  
Dollar (\$1.00) par value common stock.

ARTICLE IV

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 prorata  
share thereof (as nearly as may be done without issuance of  
fractional shares) at the price at which it is offered to others.

## ARTICLE V

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 12085 Metro Parkway, Fort Myers, Florida, and the name of the initial registered agent of this corporation at that address is ALBERT E. CARLSON.

## ARTICLE VI

### Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and addresses of the initial director of this corporation who shall hold office, unless otherwise provided in the duly adopted bylaws of this corporation, for the first year of existence of the corporation or until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Albert E. Carlson	12085 Metro Parkway Fort Myers, FL 33912

## ARTICLE VII

### Initial Officers

The name and post office address of the President, Vice-President, and Secretary-Treasurer who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporate by-laws, are as follows:

NAME & ADDRESS  
Albert E. Carlson  
12085 Metro Parkway  
Fort Myers, FL 33912

OFFICE  
PRESIDENT, SECRETARY AND  
TREASURER

#### ARTICLE VIII

##### Incorporator

The name(s) and address(es) of the person(s) signing these Articles as subscriber(s) to the corporation, together with the number of shares each agrees to take, are as follows:

<u>NAME &amp; ADDRESS</u>	<u>NUMBER OF SHARES</u>
Albert E. Carlson 12085 Metro Parkway Fort Myers, FL 33912	100

#### ARTICLE IX

##### By-Laws

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

#### ARTICLE X

##### Meeting by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each member.

ARTICLE XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Compensation

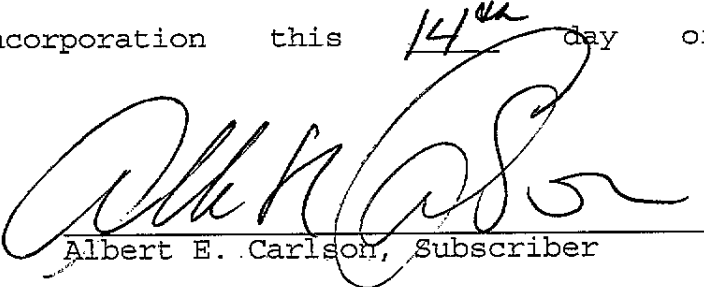
The directors and all other officers of this corporation shall serve without compensation, unless expressly otherwise provided by unanimous vote of the Board of Directors.

ARTICLE XIII

Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 14<sup>th</sup> day of August, 2002.

  
Albert E. Carlson, Subscriber

STATE OF FLORIDA

COUNTY OF LEE

FILED

02 AUG 21 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Execution of the foregoing instrument was acknowledged before me this 14<sup>th</sup> day of August, 2002, by ALBERT E. CARLSON, who is ( X ) personally known to me or who has (     ) produced \_\_\_\_\_ as identification and who (     ) did or (     ) did not take an oath.

My commission expires:



Trina A. Shandrowski  
NOTARY PUBLIC

ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

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 agree to comply with the provisions of said act relative to keeping open said office.

Albert E. Carlson  
ALBERT E. CARLSON, Registered Agent