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N.W. Bellanca, P.A.

Tax Preparation & Consulting

904 S.E. 4th Place • Cape Coral, FL 33990
Tel. / Fax (941) 458-4441

August 13, 2002

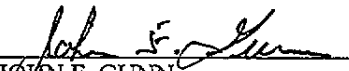
Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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

Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Incorporation which includes the Designation of the Registered Agent for filing, together with a check in the amount of \$78.75 to cover the filing fees.

Sincerely yours


JOHN F. GUNN
604 SE 36TH STREET
CAPE CORAL, FL 33904

FILED
02 SEP 11 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-24126

Bm 9/11



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 20, 2002

JOHN F GUNN
604 SE 36TH STREET
CAPE CORAL, FL 33904

SUBJECT: GUNN'S CARPET SHOPE, INC.
Ref. Number: W02000024126

We have received your document for GUNN'S CARPET SHOPE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 002A00048937

ARTICLES OF INCORPORATION
of
GUNN'S CARPET SHOPE, INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is GUNN'S CARPET SHOPE, INC..

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

843 MIRAMAR ST.
CAPE CORAL, FL 33904

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 10,000 shares with a par value of \$1.00 per share.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

JOHN F. GUNN
GUNN'S CARPET SHOPE, INC.
604 SE 36TH STREET
LEE County
CAPE CORAL, FL 33904

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02 SEP 11 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

JOHN F. GUNN
604 SE 36TH STREET
CAPE CORAL, FL 33904

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

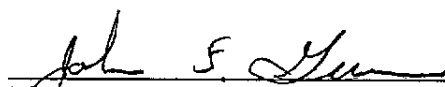
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

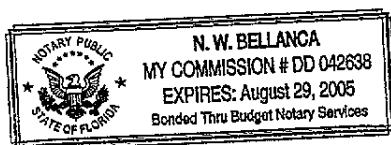
Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.


JOHN F. GUNN, Incorporator
604 SE 36TH STREET
CAPE CORAL, FL 33904

State of Florida, County of LEE, ss:

Subscribed and sworn to (or affirmed) before me this 16 day of August 2002,





Notary Public

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

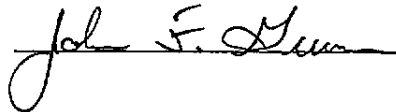
The following is submitted in compliance with the laws of The State of FLORIDA.

GUNN'S CARPET SHOPE INC., a corporation organizing under the laws of the State of FLORIDA, with its principal office located at 843 MIRAMAR ST., CAPE CORAL, FL 33904, has named JOHN F. GUNN, 604 SE 36TH STREET, CAPE CORAL, FL 33904, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.


Registered Agent:



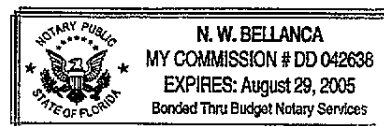
STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, this day personally appeared JOHN F. GUNN, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 16th day of AUGUST 2002.



Notary Public
State of FLORIDA
My Commissions Expires:
AUGUST 29, 2005



FILED
02 SEP 11 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA