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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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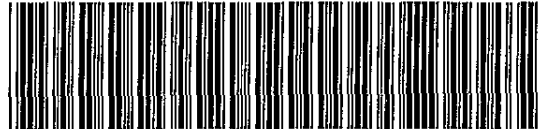
(Business Entity Name)

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TALLAHASSEE FLORIDA

KAREN C. HOFFMAN, P.A.

ATTORNEYS AT LAW

334 2nd Avenue North
Jacksonville Beach, Florida 32250

Karen C. Hoffman

Telephone: (904) 246-9401
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March 20, 2003

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Beaches Flooring & Decorating, Inc.

Dear Sir or Madam,

We have enclosed the Articles of Incorporation and Certificate of Acceptance of Designation of Registered Agent for the referenced corporation.

Additionally, we have enclosed our firm check for \$78.75 for the filing fee and one certified copy.

Please forward the certified copy to my attention at the address provided above.

Please contact me if you have any questions.

Very truly yours,


Karen C. Hoffman

**ARTICLES OF INCORPORATION
OF
BEACHES FLOORING & DECORATING, INC.**

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ARTICLE I

NAME

The name of this corporation is "Beaches Flooring & Decorating, Inc.", and its principal address is 618 South 3rd Street, Jacksonville Beach, Florida 32250.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of filing of these Articles.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 618 South 3rd Street, Jacksonville Beach, Florida 32250. The Board of Directors may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 618 South 3rd Street, Jacksonville Beach, Florida 32250, and the name of the initial registered agent of this corporation at that address is John D. Cheek, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Director may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Director of this corporation is:

NAME

ADDRESS

John D. Cheek, Jr.

618 South 3rd Street
Jacksonville Beach, Florida 32250

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

ADDRESS

John D. Cheek, Jr.

618 South 3rd Street
Jacksonville Beach, Florida 32250

ARTICLE IX

BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE XI

SUBSCRIPTION

As of and by the execution of these Articles of Incorporation by the Incorporator, in consideration of the filing of and the premises and covenants contained in these Articles of Incorporation, the Incorporator hereby subscribes to purchase Five Hundred (500) shares of Common Stock at \$1.00 per share, for a total purchase price of \$ 500.00, to be paid as shall be determined by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 13th day of March 2003.

John D. Cheek, Jr. (SEAL)
John D. Cheek, Jr.
Incorporator

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 13th day of March, 2003, by John D. Cheek, Jr., who is personally known to me or who produced _____ as identification.

(SEAL)

Barbara C. Loftin
Print Name: BARBARA C. LOFTIN
Notary Public, State of Florida
My Commission expires: 10/31/03
Commission Number: _____

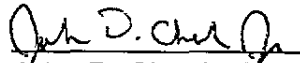


Barbara C. Loftin
MY COMMISSION # CC880002 EXPIRES
October 31, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
BEACHES FLOORING & DECORATING, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Beaches Flooring & Decorating, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 618 South 3rd Street, Jacksonville, Florida 32250.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 13th day of March, 2003.


John D. Cheek, Jr.
Registered Agent

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