

Jan 06 04 01:02v Littman, Sherlock & Heims, PA 7722831030

Division of Corporations

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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : LITTMAN, SHERLOCK & HEIMS, INC.  
Account Number : 119980000097  
Phone : (561)287-0200  
Fax Number : (561)283-1010

FLORIDA PROFIT CORPORATION OR P.A.

Wholesale Carpet & Tile Inc.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**WHOLESALE CARPET & TILE, INC.**

**ARTICLE I. NAME**

The name of the corporation is WHOLESALE CARPET & TILE, INC.

**ARTICLE II. DURATION**

This corporation shall have perpetual existence.

**ARTICLE III. PURPOSE**

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

**ARTICLE IV. CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "common shares".

Prepared by:  
Virginia P. Sherlock, Fla. Bar #893544  
Littman Sherlock & Heims PA  
P.O. Box 1197  
Stuart, FL 34995

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

**ARTICLE VI. COMPLIANCE WITH SECURITIES ACT**

Pursuant to Section 517.061, Florida Statutes, the capital stock of this corporation shall in no event be offered or sold to more than five (5) persons; no public solicitation or advertisement shall be made regarding sale of said capital stock; and no commission or compensation shall be made to any person for the sale of said capital stock other than its purchase price from the ultimate purchaser to the seller.

**ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE**

The street address of the office of this corporation is 3048 SE Dominca Terraca, Stuart, Florida 34997 and the name of the initial registered agent of this corporation is Virginia Sherlock and her address is 618 E Ocean Blvd, Suite 5, Stuart, Florida 34994.

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#### ARTICLE VIII. 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 fewer than one (1) members and never more than three (3) members. The names and addresses of the initial director of this corporation are as follows:

James W. Slusher  
2376 SW Ranch Trail  
Stuart, Florida 34997

Directors are elected in accordance with the by-laws of the corporation.

#### ARTICLE IX. INCORPORATORS

The name and address of the person signing these Articles are:

James W. Slusher  
2376 SW Ranch Trail  
Stuart, Florida 34997

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6<sup>th</sup> day of January, 2004.

/s/ James W. Slusher

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

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

That Wholesale Carpet & Tile, Inc., desiring to organize under the  
laws of the State of Florida, with its principal office at the City of Stuart,  
County of Martin, State of Florida, as set forth in the Articles of  
Incorporation, has named Virginia Sherlock located at 618 E Ocean Blvd,  
Stuart, Florida 34994 as its Registered Agent to accept service of process  
on the corporation's behalf within this State.

**ACKNOWLEDGMENT**

(Must Be Signed by Registered Agent)

Having been named to accept service of process for the above  
mentioned corporation, at the place designated in this Certificate, I hereby  
accept to act in this capacity and agree to comply with the provisions of said

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Act relative to keeping open said office.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/s/ Virginia P. Sherlock

As Registered Agent