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Law Offices  
John R. Cook

805 S.W. Park Street • Okeechobee, FL 34974

(Address)

(City/State/Zip/Phone #)

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1/12/04

ARTICLES OF INCORPORATION  
OF  
MARTIN FRENCH FLOORING, INC.

We the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be: MARTIN FRENCH FLOORING, INC.

ARTICLE II

The principal place of business of said corporation shall be in Okeechobee County, Florida, with the privilege of having branch offices at other places within the State of Florida, and within or without the United States of America, the street mailing address of said corporation being 13855 S.E. 38<sup>TH</sup> St. Okeechobee, Florida 34972.

ARTICLE III

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things hereinafter mentioned as freely and to the same extent as natural person might or could do, to-wit:

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To engage in an enterprise for profit, such enterprises including the general landscaping business and the sale to the public and private sector of products and services in conjunction with general construction and home improvements, primarily flooring and floor covering; including the marketing, acquisition and purchase of such products from wholesale sources or similar products; all for the general public; provision of equipment, display and arrangement of equipment and facilities to encourage such purchases; to borrow, loan, collect money and/or mortgage debts; to advertise and otherwise deal with the public to accomplish the foregoing; to hire or retain agents, employees, independent contractors; to enter into debts or other contracts as necessary to conduct the business; together with the authority to deal in goods and services attendant to such business, and any other act necessary to conduct said business; including such other transactions as necessary with local agencies, business's, governments or other regulatory entity to conduct the business and obtain licenses and permits; and all such additional functions reasonably calculated as necessary to carry on the general nature of the foregoing purpose and business.

ARTICLE IV

The amount of capital stock of this corporation shall be one hundred (100) authorized shares of \$1.00 par value.

50 shares to MARTIN J. FRENCH

50 shares to DENISE FRENCH

ARTICLE V

This corporation shall have perpetual existence unless dissolved by the stockholders, or the State of Florida.

ARTICLE VI

The number of Directors of this corporation shall be not less than one, (1) unless otherwise changed by the By-Laws. The manner of election of the directors and officers shall be as stated in the by-laws, or by majority vote of all shareholders at the annual meeting of the Corporation if not otherwise set forth.

ARTICLE VII

The Incorporators, and first Board of Directors and officers of this corporation and the post office address of each, who shall hold office for the first year; or their successors are named, shall be:

MARTIN J. FRENCH  
13885 S.E. 38<sup>th</sup> St.  
Okeechobee, Fla. 34972

President/Secretary  
initial director

DENISE FRENCH  
1388 S.E. 38<sup>th</sup> St.  
Okeechobee, Fla. 34972

Vice President/Treasurer  
initial director

#### ARTICLE VIII

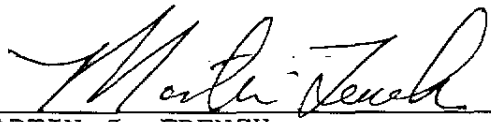
In accordance with Chapter 48.091, Florida Statutes, the above named corporation, MARTIN FRENCH FLOORING, INC. has named JOHN R. COOK, located at 805 S.W. Park Street, Okeechobee, FL 34972, as its Registered Agent to accept service of process within the State of Florida.

#### ARTICLE IX

The stock of this corporation shall be of a single class, and the corporation shall otherwise be determined to qualify for an election for Subchapter S treatment under the Internal Revenue Code.

ARTICLE X

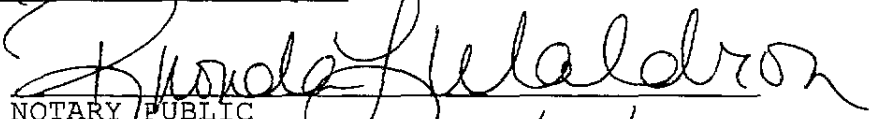
The corporation shall be structured and maintained so as to meet the Internal Revenue Regulations which would qualify this corporation for subchapter S designation for taxation purposes upon application by the corporation in the event the directors and officers deem such election to be in the best interests of the corporation.

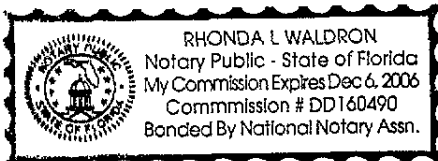
  
MARTIN J. FRENCH  
President/ Secretary  
Director/Incorporator

  
DENISE FRENCH  
Vice President/Treasurer  
Director/Incorporator

STATE OF FLORIDA  
COUNTY OF OKEECHOBEE

I HEREBY CERTIFY that MARTIN J. FRENCH & DENISE FRENCH appeared before me, and who is personally known to me, or who produced the following identification: Drivers License, and signed these Articles of Incorporation as their free act and deed, on this 22<sup>nd</sup> day of December, 2003.

  
NOTARY PUBLIC  
My commission expires: 12/6/06



ACCEPTANCE OF RESIDENT AGENT

I HEREBY ACCEPT the position of Resident Agent for service of  
process upon the corporation.

John Cook  
JOHN R. COOK

SWORN TO and SUBSCRIBED before me this 22nd day of  
December, 2003.

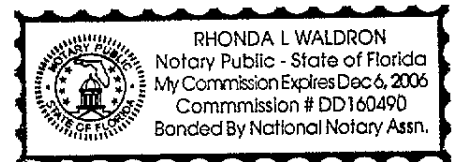
Rhonda L. Waldron  
NOTARY PUBLIC

My commission expires:

Rhonda L. Waldron  
printed notary name

RETURN TO:

John R. Cook P.A.  
805 S.W. park St.  
Okeechobee, Florida 34972  
(863) 467-0297



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