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Division of Corporations

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Att: Freida Chrissier

FLORIDA PROFIT CORPORATION OR P.A.

THE LAMINATE CONNECTION OF FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION**

**OF**

**LAMINATE CONNECTION FLOORING, INC.**

**ARTICLE I**  
**NAME**

The name of this corporation is **LAMINATE CONNECTION FLOORING, INC.**

**ARTICLE II**  
**DURATION**

This Corporation shall have perpetual existence. The effective date of this corporation shall be the date of filing of these articles.

**ARTICLE III**  
**PURPOSE**

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

**ARTICLE IV**  
**CAPITAL STOCK**

This Corporation is authorized to issue 100 shares One Dollar (\$1.00) par value common stock.

**ARTICLE V**  
**PRE-EMPTIVE 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.

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**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

This street address of the initial registered agent is 2101 NE 59<sup>th</sup> Place, Ft. Lauderdale, Florida 33308 and address of this Corporation is 20 NW 3<sup>rd</sup> Avenue, Deerfield Beach, Florida 33441.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director(s) of this Corporation is:

<u>Name</u>	<u>Address</u>
Patrick Faber	2101 NE 59 <sup>th</sup> Place Ft. Lauderdale, Florida 33308

**ARTICLE VIII**  
**INCORPORATORS**

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

<u>Name</u>	<u>Address</u>
Patrick Faber	2101 NE 59 <sup>th</sup> Place Ft. Lauderdale, Florida 33308

**ARTICLE IX**  
**INDEMNIFICATION**

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

**ARTICLE X**  
**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.

**ARTICLE XI**  
**INITIAL OFFICERS**

The names, offices and street addresses of the first officers of this corporation, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporations existence or until their successors are elected and shall have qualified, are the following:

<u>Name</u>	<u>Office</u>	<u>Addresses</u>
Patrick Faber	President	2101 NE 59 <sup>th</sup> Place
	Vice President	Ft. Lauderdale, Florida 33308
	Treasurer	
	Secretary	

**ARTICLE XII**  
**MANAGEMENT**

The corporation shall be managed by the Board of Directors which shall exercise all powers conferred under the laws of the state of Florida, including without limitation the power:

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**SECTION A:** To hold meetings, to have one or more offices, and to keep the books of the corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

**SECTION B:** To make, alter, and repeal By-laws of the corporation, subject to the reserved power of the stockholders to make, alter and repeal By-laws.

**SECTION C:** To determine whether and to what extent and at all times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, record, book or document of the corporation, except as conferred by the law of the State of Florida or as authorized by the Board.

**SECTION D:** To declare and pay dividends upon the shares of capital stock of the corporation either out of net assets in excess of liabilities including capital and of such net earnings, all in accordance with the provisions of the laws of the State of Florida.

**SECTION E:** To fix and determine from time to time, an amount to be set apart out of any of the funds of the corporation available for dividends, a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

**SECTION F:** To make any lawful disposition of any paid in or capital surplus, or create any reserves out of the same, or charge to the same organizational expenses or other similar expenses properly chargeable to the capital account.

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**SECTION G:** To use or apply any funds of the corporation, lawfully available therefore, for the purchase or acquisition of shares of the capital stock or bonds or other securities of the corporation, in the market or otherwise, as such prices that may be fixed by the Board, and to such extent and in such manner and for such purposes and upon such terms as the Board may deem expedient and as may be permitted by law.

**SECTION H:** From time to time in such manner and upon such terms and conditions as may be determined by the Board, to provide and carry out all recall, abolish, revise, alter, or change, one or more plan or plans, for:

- (1) The issue or the purchase and sale of its capital stock or granting of options therefore to any or all of the employees, officers, or directors of the corporation, or of any subsidiaries, and the payment of such stock in installments or at one time, with or without the right to vote therefore pending payment therefore in full, and for aiding any such persons in paying for such stock by contributions, compensation for services, or otherwise;
- (2) The participation by any or all of the employees, officers or directors of the corporation, or of and subsidiaries in the profits of the corporation or of any branch, division or subsidiary thereof, as part of the corporation's legitimate expenses; and
- (3) The furnishings of any and all employees, officers or directors of the corporation, or of any subsidiaries, at the expense, wholly or in part, of the corporation, of insurance against accidents, sickness or

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death, pensions during old age, disability or unemployment, or retirement benefits.

**SECTION I:** From time to time to authorize and issue obligations of the corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeem ability, subordination, convertibility, or otherwise and with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging of, granting a security interest in, or pledging of, as security therefore, any part or all of the property of the corporation, real or personal, including after acquired property.

**ARTICLE XIII**  
**TRANSACTIONS WITH RELATED PARTIES**

1. No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors or officers are financially interested, shall be either void or void able because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

- (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a votes or written consent sufficient for the purpose without counting the votes or consents of such interested directors; or

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- (b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorized, approve or ratify such contract or transactions by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board or a committee for the Board.

2. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which approves or ratifies such contract, or transaction.


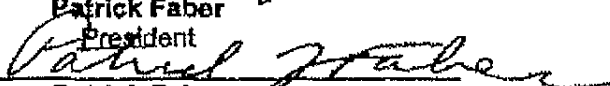
**ARTICLE XIV**  
**CUMULATIVE VOTING**

Cumulative voting may be permitted by the terms of the By-laws.

**ARTICLE XV**  
**INDEBTEDNESS**

The highest amount of indebtedness or liability to which this corporation may at any time subject it self to is unlimited.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 14 day of January, 2004.

  
Patrick Faber  
President  
  
Patrick Faber  
Vice President

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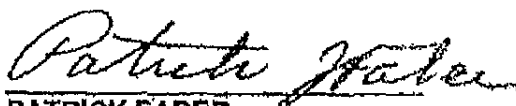
**IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED:**

LAMINATE CONNECTION FLOORING, INC., WITH ITS PLACE OF BUSINESS AT 20 NW 3<sup>RD</sup> AVENUE, DEERFIELD BEACH, FLORIDA 33441 HAS NAMED PATRICK FABER AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

  
PATRICK FABER  
President  
  
1/14/04  
DATE

**ACKNOWLEDGMENT:**

For the above-stated business organization at the place designated in this certificate I hereby agree to act in this capacity, and I further agree to comply with the provisions and all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

  
PATRICK FABER  
Registered Agent  
  
1/14/04  
Date

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF BROWARD )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **PATRICK FABER**, known to me and

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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:**

In pursuance of Section 481.91 and Section 607.034(3), Florida Statutes, the  
following is submitted in compliance with said Sections.

**LAMINATE CONNECTION FLOORING, Inc.**, desiring to organize under  
the laws of the State. **PATRICK FABER**, with its agent's office as indicated in the  
Certificate of Incorporation, at the City of Ft. Lauderdale.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named  
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 Sections relative to keeping  
open said office.

  
**PATRICK FABER**

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known by me to be the person(s) who executed the foregoing Articles of Incorporation,  
and acknowledgment before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official  
seal, in the State and County aforesaid, this 14<sup>th</sup> day of January 2004.

*Carol E. Hansen*  
NOTARY PUBLIC  
STATE OF FLORIDA

My Commission Expires:



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