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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 9, 1995

ARTHUR G. HALLER
711 NW 23RD AVE STE. 2
GAINESVILLE, FL 32609

SUBJECT: AMERICAN CARPETS OF FLORIDA, INC.
Ref. Number: W95000003023

We have received your document for AMERICAN CARPETS OF FLORIDA, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 795A00005778

ARTICLES OF INCORPORATION
OF
AMERICAN QUALITY CARPETS, INC.

EFFECTIVE DATE
8/10/95

ARTICLE I

NAME

The name of the corporation is AMERICAN QUALITY CARPETS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business is to operate any lawful business or businesses permitted under the laws of the United States and the State of Florida.

FILED
53 FEB 16 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock authorized is FIVE HUNDRED (500) shares of common stock, having a par value of ONE DOLLAR (\$1.00).

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall not be less than FIVE HUNDRED AND NO/100 DOLLARS (\$500.00)

ARTICLE V

This Corporation shall begin existence at the date and time of subscription and acknowledgment of the Articles of Incorporation.

ARTICLE VI

DURATION

This Corporation shall have perpetual existence.

ARTICLE VII

ADDRESS

The initial address of the principal office of this corporation is 711 N.W. 23rd Avenue - Suite 2, Gainesville, FL 32609.

ARTICLE VIII

MANAGEMENT

This corporation shall have no more than three directors and the first appointed director shall be the incorporator herein.

ARTICLE IX

INCORPORATOR


Arthur G. Haller, 711 N.W. 23rd Avenue - Suite 2, Gainesville, Florida 32609.

ARTICLE X

REGISTERED AGENT

Arthur G. Haller, 711 N.W. 23rd Avenue - Suite 2, Gainesville, Florida 32609, is the Registered Agent of the Corporation upon whom, service of process may be made.

IN WITNESS of the foregoing, I have hereunto set my hand and seal, and authorized to be filed in the Office of the Secretary of State, the foregoing Articles of Incorporation, on this the 10th day of February, 1995.


ARTHUR G. HALLER

CERTIFICATE OF DESIGNATION
REGISTERED AGENT - REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB 16 AM 8:02

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

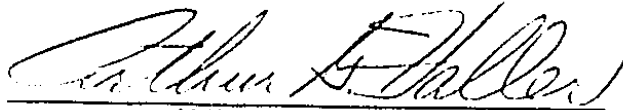
1. The name of the corporation is: AMERICAN QUALITY CARPETS, INC.
2. The name and address of the registered agent and office is:

ARTHUR G. HALLER

711 N.W. 23rd Avenue - Suite 2

Gainesville, Florida 32609

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


ARTHUR G. HALLER

DATE:

February 10, 1995