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PETER L. NILES
244 North Ridgewood Avenue
Daytona Beach, Florida 32114

March 24, 1995

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***122.50 ***122.50

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

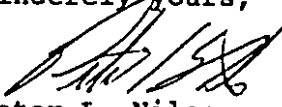
Re: U-Do Carpet, Inc.

Dear Sir:

Please find enclosed the original plus one copy of the Articles of Incorporation on the above named corporation together with a \$122.50 check for filing fees.

Should you have any questions, please feel free to contact me at your convenience.

Sincerely yours,


Peter L. Niles

PLN/sh

Enclosures

Office (904) 255-6565

Fax (904) 238-0757

Mobile (904) 299-2650

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 30 AM 10:22

ARTICLES OF INCORPORATION
OF
U-DO CARPET, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR 30 AM 10:22

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. Name: The name of the corporation is U-DO CARPET, INC.

2. Address of Corporation: The address of the Corporation is 738 Carswell Avenue, Holly Hill, Florida, 32117.

3. Duration: The period of its duration is perpetual.

4. Purpose: The purpose is to operate a carpet business including manufacturing, distribution and sales of carpet and carpet products and any activities or businesses permitted under the laws of the United States and Florida.

5. Capitol Stock: The corporation is authorized to issue 100 shares of common stock, all of one class, at \$5.00 par value to be initially distributed to as follows:

Bruce Greenbaum	45%
Peter L. Niles	45%
Unissued Corporate Stock	10%

6. Initial Registered Office and Agent: The name and address of the initial registered agent and office of this corporation is as follows:

NATHAN G. DINITZ, ESQUIRE
100 S. Beach Street, Suite 216
Daytona Beach, Florida 32114

7. Initial Board of Directors: This corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time by an amendment by the by law of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial directors of this corporation are:


<u>NAME</u>	<u>ADDRESS</u>
Bruce Greenbaum President	738 Carswell Avenue Holly Hill, Fl. 32117
Dorrie Greenbaum Secretary/Treasurer	738 Carswell Avenue Holly Hill, Fl. 32117
Peter L. Niles Vice President	738 Carswell Avenue Holly Hill, Fl. 32117

8. Incorporator: The name and address of the incorporators signing these Articles of Incorporation are:

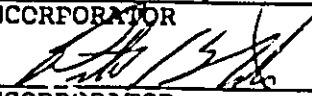
Bruce Greenbaum President	738 Carswell Avenue Holly Hill, Fl. 32117
Peter L. Niles Vice President	738 Carswell Avenue Holly Hill, Fl. 32117

9. Amendment of Articles: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 23 day of March, 1995.




INCORPORATOR



INCORPORATOR

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

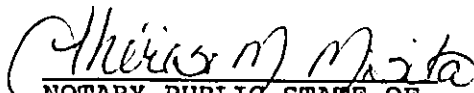


REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared, PETER L. NILES, and BRUCE GREENBAUM, to me personally known, and known to be the person executing the foregoing Articles of Incorporation, and acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 23 day of March, 1995.



NOTARY PUBLIC STATE OF
FLORIDA AT LARGE

Therese M Misita CC096105
Printed Name of Notary

My Commission Expires:

NOTARY PUBLIC, State of Florida at Large
My Commission Expires April 4, 1995
EQUIDED BY BROWN & BROWN, INC.