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April 19, 1995

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

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*****70.00 *****70.00

RE: DISCOUNT CARPET OUTLET, INC.

Dear Sirs:

We are enclosing the original Articles of Incorporation of DISCOUNT CARPET OUTLET, INC., subject to your approval. We are also enclosing the Certificate Designating Registered Agent, together with a check in the amount of \$70.00 representing payment of the filing fee and filing fee for the Designation of the Registered Agent.

Please confirm the filing of these Articles.

Your prompt attention to this matter will be sincerely appreciated.

Sincerely,

Leisha P. Thompson

Leisha P. Thompson
Secretary to Peter J. Munson

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enclosures

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ARTICLES OF INCORPORATION
OF
DISCOUNT CARPET OUTLET, INC.

The undersigned incorporators, being of full age, do hereby make and file these Articles of Incorporation under the provisions of the Florida General Corporation Act for the purpose of becoming a corporation and do hereby accept all the rights, privileges and obligations conferred and imposed by the Laws of The State of Florida.

ARTICLE I - NAME

The name of this corporation is DISCOUNT CARPET OUTLET, INC., with its principal address at 6811 Crescent Oaks Circle, Lakeland, Florida, 33813.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless voluntarily dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of transacting any and all lawful business permitted under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of ONE (\$1.00) DOLLAR par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6811 Crescent Oaks Circle, Lakeland, Florida, 33813, and the name of the initial registered agent of this corporation at that address is J. MICHAEL CHEEK.

ARTICLE VI - 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 VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws but shall never be less than one (1) or more

than five (5). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
J. MICHAEL CHEEK	6811 Crescent Oaks Circle Lakeland, Florida 33813
DIANE D. CHEEK	6811 Crescent Oaks Circle Lakeland, Florida 33813

ARTICLE IX - INCORPORATOR



The names and addresses of the persons signing these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
J. MICHAEL CHEEK	6811 Crescent Oaks Circle Lakeland, Florida 33813
DIANE D. CHEEK	6811 Crescent Oaks Circle Lakeland, Florida 33813

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29th day of March, 1995.

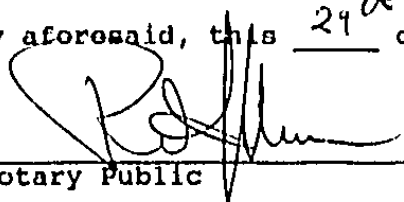

J. MICHAEL CHEEK

DIANE D. CHEEK

STATE OF FLORIDA

COUNTY OF POLK

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared J. MICHAEL CHEEK AND DIANE D. CHEEK, known to me to be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed those Articles of Incorporation.

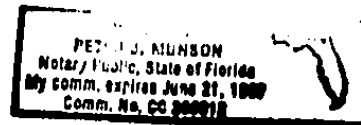
IN WITNESS WHEREOF, I have herunto set my hand and affixed my official seal in the state and county aforesaid, this 29th day of March, 1995.



Notary Public

(SEAL)

My commission expires:



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

First - That DISCOUNT CARPET OUTLET, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Lakeland, County of Polk, State of Florida, has named J. MICHAEL CHEEK, at 6811 Crescent Oaks Circle, Lakeland, Florida, 33813, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



J. MICHAEL CHEEK,
Registered Agent