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GATLIN & BIRCH, P.A.
ATTORNEYS AT LAW

C. ELMON GATLIN
DEAN W. BIRCH

OF COUNSEL,
DAVID M. GEORGE

620 TWIGGS STREET
TAMPA, FLORIDA 33602

TELEPHONE (813) 229-8561
FAX (813) 224-0132

May 23, 1995

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Dravis Custom Rugs, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation of Dravis Custom Rugs, Inc., along with a check in the amount of \$122.50. The check is to cover the following costs:

-Filing fee	\$35.00
-Certificate of registered agent	\$35.00
-Certified copy of Articles	\$52.50

Please process this document at your earliest convenience. If you have any questions, please feel free to contact me.

Sincerely yours,

GATLIN & BIRCH, P.A.

Dean W. Birch
DEAN W. BIRCH, ESQUIRE

DWB/gdk

Enclosure

Copy to: Paul Schwartz (w/o Enclosure)
Charles Dravis (w/o Enclosure)

SDG

RECEIVED
TALLAHASSEE FLORIDA

95 MAY 25 AM 7:49

FILED

**ARTICLES OF INCORPORATION
OF
DRAVIS CUSTOM RUGS, INC.**

FILED
95 MAY 25 AM 7:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the corporation is DRAVIS CUSTOM RUGS, INC.

ARTICLE 2 - CORPORATE COMMENCEMENT AND DURATION

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation by the Secretary of State.

ARTICLE 3 - PURPOSE

This corporation is organized to transact any and all lawful business for which corporations may be incorporated.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE 5 - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1204 EAST BUSCH BLVD., TAMPA, FLORIDA 33612, and the name of its initial registered agent at that address is CHARLES DRAVIS.

ARTICLE 6 - PRINCIPAL OFFICE

The principal office of the corporation, for the time being and until changed, is 1204 EAST BUSCH BLVD., TAMPA, FLORIDA 33612.

ARTICLE 7 - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is three (3). The number of directors shall be fixed by the Bylaws of this corporation and may be changed from time to time, but shall never be less than three (3). The name

and address of each person who is to serve as a member of the initial Board of Directors is:

NAME:

ADDRESS:

CHARLES DRAVIS

1204 EAST BUSCH BLVD.
TAMPA, FLORIDA 33612

PAUL SCHWARTZ

8610 NORTH SUWANNEE
TAMPA, FLORIDA 33604

CAROL S. FUNK

924 GOLFVIEW DRIVE
TAMPA, FLORIDA 33629

The directors shall be elected by a vote of the shareholders using the same shareholder quorum and voting as is provided for regular acts of the shareholders, and not by a plurality of the votes cast by the shareholders.

ARTICLE 8 - INCORPORATORS

The name and address of each incorporator is:

NAME:

ADDRESS:

PAUL SCHWARTZ

8610 NORTH SUWANNEE
TAMPA, FLORIDA 33604

CHARLES DRAVIS

1204 EAST BUSCH BLVD.
TAMPA, FLORIDA 33612

ARTICLE 9 - SHAREHOLDER QUORUM AND VOTING

The presence, at any shareholders meeting, in person or by proxy, of persons entitled to vote a majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business. If a quorum is present, action on a matter shall be deemed approved if the votes cast in favor of the action exceed the votes cast in opposition to the action, unless otherwise required in the Articles of Incorporation. Except as may be otherwise provided in these Articles of Incorporation or by F.S. 607.0721, each outstanding share of stock is entitled to one (1) vote on each matter submitted to the shareholders for a vote.

ARTICLE 10 - BOARD OF DIRECTORS QUORUM AND VOTING

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present is required to constitute any act or decision of the Board of Directors.

ARTICLE 11 - RIGHT TO REDEEM

The corporation has the right to redeem its shares at the price, and subject to the terms and conditions, contained in any stock purchase agreement entered into by the corporation.

ARTICLE 12 - COMPENSATION OF OFFICERS

The Board of Directors shall have the authority to determine and set the compensation of all of the officers of the corporation, including the salaries of those officers who are also members of the Board of Directors, and no director shall be disqualified from voting on such compensation by virtue of also being an officer of the corporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation on this 11th day of May 1995 1995.

INCORPORATORS:


PAUL SCHWARTZ


CHARLES DRAVIS

SECRETARY OF STATE
TALLAHASSEE FLORIDA

95 MAY 25 AM 7:49

FILED

REGISTERED AGENT ACCEPTANCE

I, the undersigned, hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for this corporation.


CHARLES DRAVIS

dravis.art