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DAVID D. CENTOLA  
ATTORNEY AT LAW

TELEPHONE 566-0021

125 HYPOLUXO ROAD  
LANTANA (HYPOLUXO), FLORIDA 33402

21 July, 1995

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

Re: Articles of Incorporation  
Selma's Floors R Us, Inc.

Dear Sir:


Enclosed please find the original and one copy of the Articles of Incorporation for filing.

A check for \$122.50 to cover the fees for filing charter and registered agent and certified copy is enclosed.

Please return the certified copy of said Articles to this office.

Very truly yours.

David D. Centola

7/25/95  


DDC/ps  
enclosure

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-07/24/95--01073--010  
\*\*\*\*122.50 \*\*\*\*122.50

**ARTICLES OF INCORPORATION  
SELMA'S FLOORS R US, INC.**

**WE, THE UNDERSIGNED INCORPORATOR,** hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, adopt the following Article of Incorporation providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**I**

**The name of the corporation shall be:**

**SELMA'S FLOORS R US, INC.**

**II**

The Corporation is formed for the following purposes:

- (1) To engage in the general business of merchandizing of carpets, rugs, carpet cushions, padding and floor coverings of all manner and kinds.
- (2) To engage in the general business of buying, selling, warehousing, storing, both wholesale and retail, floor supplies and materials of every kind and character.
- (3) To engage in the general business of installing floor materials of every kind and character.
- (4) To engage in the general business of dealing with all equipment, goods and material of every kind and character used in the above businesses.
- (5) To design and manufacture rugs.
- (6) To engage in the general business of buying, selling, warehousing, storing, manufacture and installation of verticals of every kind and character.

(7) To engage in the general business of dealing with all equipment, goods and material of every kind and character used in association of verticals.

(8) To make estimates on or bid for the sale and installation of floor coverings and verticals.

(9) To do such other things as are incidental, proper and necessary in the operation of said businesses and in the carrying out any and all of its purposes.

(10) To make, execute and receive contracts or assignments or delegations of contracts or relating thereto or connected with the business of this Corporation.

(11) To purchase, own, hold and sell property, improved or unimproved, or any interest therein or easement thereon.

(12) To generally carry on any other business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

(13) To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

(14) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said business, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

(15) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchise and contracts of every kind; to cause or be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign,

(16) To borrow money and contract debts when necessary for the transaction of its business or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time for moneys borrowed, or in payment for property acquired, or for any of the objects or purposes of the Corporation or for any of the objects of its business; to secure the same by mortgages, or deed(s) of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the Corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the Corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the Corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the Corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such

terms as the Board of Directors may deem judicious, subject however, to the provisions of Article XIII hereof.

(17) To have one or more offices, to conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.

(18) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the purposes, objects or the furtherance of any of the powers enumerated in this Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business necessary or incidental to the accomplishment of the purposes of the attainment or the objects or the furtherance of such purposes or objects of the Corporation, whether or not such business is similar in nature to the purpose and objects set forth in this Articles of Incorporation or any amendment thereof.

(19) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to do all things specified in Florida General Corporations Act, and to have and to

exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may be at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited or restricted by any terms or provision of any other clause, and shall be regarded not only as independent purposes but the purposes and powers stated shall be constructed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of and in addition to an not in limitation of any said general powers

### III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Hundred (100) shares of Common Stock, Ten Dollars (\$10.00) par value. This number maybe increased by amendment to this Article.

### IV

The whole or any part of the capital stock of said Corporation shall be payable in lawful money of the United

States of America or property, labor or services at a just valuation to be fixed by the Directors or shareholders.

V

The initial principal place of business of said Corporation is:

6975 Lake Island Drive  
Lake Worth, Florida 33467

VI

The Corporation shall have perpetual existence.

VII

The affairs of the Corporation shall be conducted by a Board of Directors of not less than two (2) who need not be a stockholder.

VIII

The names and street addresses of the first board of Directors, who, subject to the provisions of this Articles of Incorporation, the By-Laws of this Corporation, and the Corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

SELMA HEYLIGERS  
President

6975 Lake Island Drive  
Lake Worth, Florida 33467

LOUIS HEYLIGERS  
Secretary/Treasurer

6975 Lake Island Drive  
Lake Worth, Florida 33467

**IX**

The names and street addresses of each subscriber of this Article of Incorporation is as follows:

SELMA HEYLIGERS

6975 Lake Island Drive  
Lake Worth, Florida 33467

X

All officers agents and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determine by the Board of Directors. Any person may hold two or more offices.

**XI**

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred on stockholders herein are granted subject to this reservation.

**XII**

The resident Agent and the street address of the office, place of business or location for service of process within this state, is as follows:

DAVID D. CENTOLA  
125 Hypoluxo Road  
Lantana, Florida 33462



### XIII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors, when elected, are expressly authorized:

(1) Subject to the By-Laws, if any, to make, alter amend or repeal the By-Laws of the Corporation.

(2) Both stockholders and Directors shall have power, if the By-Laws so provide, to hold their meetings either within or without the State of Florida, to have one or more offices and keep the books of the Corporation, subject to the provisions of the laws of the State of Florida, within or without the State of Florida, at such place as may from time to time be designated by the Board of Directors.

(3) No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or officer of such other Corporation, and Director or Directors individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or corporation or in anyway connected with such person or persons. Each and every person who may become a Director

of the Corporation is hereby relieved from any liability that might otherwise exist for the benefit of himself or any firm, association corporation in which he may be anyway interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a Director of such subsidiary or controlled company.


IN WITNESS WHEREOF, the undersigned, as subscribed incorporator, have hereunto set this her hand and seal this 14th day of July, 1995, for the purpose of forming this incorporation, and certify that the facts herein stated are true.

  
SELMA HEYLIGERS

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, personally appeared SELMA HEYLIGERS known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledges before me that they executed the same freely and voluntarily for the purpose herein stated.

WITNESS my hand and official seal at Palm Beach County, Florida this 14th day of July, 1995.

  
Notary Public

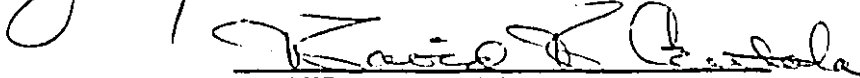


DAVID D. CENTOLA  
M. Commission CC 436012  
Expires Feb 29, 1999  
Resides in FLA  
800-427-1995

**ACCEPTANCE OF DESIGNATION  
OF  
RESIDENT AGENT**

The undersigned, names as Resident Agent in the Articles of Incorporation of SELMA'S FLOORS R US, INC. the designation of Resident Agent and agrees to perform those duties until removed by the Board of Directors of said Corporation.

Dated at Hypoluxo, Palm Beach County, Florida this 14<sup>th</sup> day of July, 1995.



DAVID D. CENTOLA  
125 Hypluxo Road  
Lantana, Florida 33462

95 JUL 21 11 02 AM  
SECRET  
TALLAHASSEE, FLORIDA