

P96000016183

TRANSMITTAL LETTER

February 15, 1996

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

400001718894
-02/20/96--01051--006
*****70.00 *****70.00

SUBJECT: Spirit Ventures, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for the \$70 filing fee.

FROM: Wayne K. Hamilton
7595 Baymeadows Circle West #1105
Jacksonville, FL 32256

(904)730-8604 Phone & FAX

FILED
96 FEB 19 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/19/96
SWS

ARTICLES OF INCORPORATION

FILED

98 APR 19 11 3. 10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I. NAME

The name of the corporation shall be:

Spirit Ventures, Inc.

Article II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7595 Baymeadows Circle West #1105
Jacksonville, FL 32256

Article III. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000

Article IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Wayne K. Hamilton
7595 Baymeadows Circle West #1105
Jacksonville, FL 32256

Article V. INCORPORATORS

Page 2 of 2

The names and street addresses of the incorporators to these Articles of Incorporation are:

Wayne K. Hamilton
7595 Baymeadows Circle West #1105
Jacksonville, FL 32256

William A. Bohren
2359 Sandy Run Drive N.
Middleburg, FL 32068

The undersigned incorporator has executed these Articles of Incorporation this 15th day of February 1996.



Wayne K. Hamilton

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: SPRINT VENTURES, INC.

2. The name and address of the registered agent and office is:

WAYNE K. HAMILTON
(Name)
7695 PAYMENTON CIRCLE WEST #1105
(P.O. Box not acceptable)
JACKSONVILLE, FL. 32256
(City/State/Zip)

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.

Wayne K Hamilton
(Signature)

2/15/96
(Date)

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96 FEB 19 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
ADAMS, ROTHSTEIN & SIEGEL

SIMON D. ROTHSTEIN
JOHN R. ADAMS (1935-1988)
A. H. ROTHSTEIN (1908-1988)
EDWARD SIEGEL (RETIRED)

SUITE 104, BROWARD BUILDING
4417 BEACH BOULEVARD
JACKSONVILLE, FLORIDA 32207
PHONE (904) 388-1410

April 6, 1996

Florida Department of State
Division of Corporations
P. O. Box 5588
Tallahassee, FL 32314

000001775490
-04/10/96--01058--005
****122.50 *****07.50

RE: RIVER CITY CARPETS, INC. and
SPIRIT VENTURES, INC.

000001775490
-04/10/96--01058--005
****122.50 *****122.50

Dear Sir/Madam:

Enclosed please find our check in the amount of \$122.50, and the original and one copy of Articles of Amendment for Spirit Ventures, Inc. changing its name to River City Carpets, Inc., and the original Articles of Amendment for River City Carpets, Inc. changing its name to River City Carpets Liquidating, Inc. Please acknowledge receipt and filing of both and provide us with a certified copy of the Articles of Amendment changing the name of Spirit Ventures, Inc. To River City Carpets, Inc..

Sincerely,

Simon D. Rothstein/kmm

Simon D. Rothstein by Karen M.
Montgomery, Legal Assistant

SDR/kmm
Enclosures

cc: Mr. Wayne K. Hamilton and
Mr. William A. Bohren

Mr. Robert Ganger

FILED
96 APR 10 AM 9:04
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF AMENDMENT TO ARTICLE 1 OF THE
ARTICLES OF INCORPORATION OF
SPIRIT VENTURES, INC.

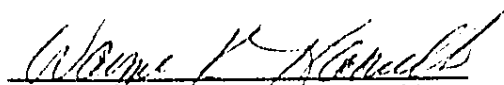
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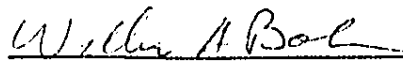
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

"The name of this corporation shall be, and is hereby declared to be RIVER CITY
CARPETS, INC."

I, WAYNE K. HAMILTON, President of SPIRIT VENTURES, INC., do hereby
certify that the foregoing is a true and accurate copy of the Resolution amending Article 1 of the
Articles of Incorporation of SPIRIT VENTURES, INC., which was unanimously adopted at a special
joint meeting of the Directors and Stockholders of SPIRIT VENTURES, INC. on April 5, 1996,
at which all members of the Board of Directors and all Stockholders were present.


WAYNE K. HAMILTON, President

Attest:

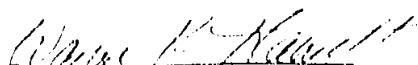

WILLIAM A. BOHREN, Secretary

STATE OF FLORIDA

COUNTY OF DUVAL

Before me personally appeared WAYNE K. HAMILTON, who, having been by me first duly
sworn, deposes and says that he is authorized by SPIRIT VENTURES, INC. to execute this Affidavit
on its behalf; that he is the President of SPIRIT VENTURES, INC.; that the foregoing is a true and
correct copy of a Resolution adopted at a special joint meeting of the Board of Directors and

Shareholders of SPIRIT VENTURES, INC.; that all of the members of the Board of Directors and all of the Shareholders were present at such meeting.


WAYNE K. HAMILTON

Sworn to and subscribed before me this 5th day of April, 1996, by WAYNE K. HAMILTON, the President of SPIRIT VENTURES, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a current Florida Driver's License as identification and did take an oath.


NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:

SIMON D. ROTHSTEIN
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires July 4, 1996
Commission No. CC208178