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****122.50 ****122.50

CORPORATION(S) NAME

Palm Beach Carpet of Boca, INC.



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F. CHESSER FEB 23 1996

ARTICLES OF INCORPORATION
OF
PALM BEACH CARPET OF BOCA, INC.

FILED
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TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporation for profit, and for that purpose do hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME: The name of the corporation shall be:
PALM BEACH CARPET OF BOCA, INC.

ARTICLE II

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is: The transaction of any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE III

TERM OF EXISTENCE: This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV

CAPITAL STOCK: The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is One Thousand (1,000) Shares of Common Stock. The consideration to be paid for each share will be \$1.00 per share.

ARTICLE V

INITIAL CAPITAL: The amount of capital with which this corporation shall commence business shall be One Thousand (\$1,000.00) Dollars.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE: The Registered Agent of said corporation at the Register Office shall be: FREDERICK J. BURNOS. The registered office shall be at: 7869 N. Federal Highway, Boca Raton, Florida 33487. The address of both the Registered Office and the Registered Agent being: 7869 N. Federal Highway, Boca Raton, Florida 33487.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS: The Principal Place of Business shall be at: 7869 N. Federal Highway, Boca Raton, Florida 33487.

ARTICLE VIII

OFFICE AND DIRECTORS: The name and post office address of the Incorporator first director of this corporation who shall hold office for the first year, or until his successors are chosen shall be:

NAME	ADDRESS	OFFICE
FREDERICK J. BURNOS	1859 S.W. 31st Avenue Pembroke Park, FL 33009	INCORPORATOR DIRECTOR PRESIDENT
PHILIP S. LAUX	1859 S.W. 31st Avenue Pembroke Park, FL 33009	VICE PRESIDENT SECRETARY

The corporation shall have at least One (1) and not more than five (5) Directors, and no person shall be required to own, hold or to control stock in the corporation as a condition precedent to holding any office in this corporation.

ARTICLE IX

SUBSCRIBERS: The name and post office address of the subscribers to these Articles of Incorporation, are as the following:

NAME	ADDRESS	SHARES
FREDERICK J. BURNOS	1859 S.W. 31st Avenue Pembroke Park, FL 33487	INCORPORATOR

The proceeds of the stock subscribers for will be at least as much as the amount necessary to begin the business.

ARTICLE X

STOCKHOLDERS' MEETING: The time and the place of the annual stockholders' meeting shall be fixed and prescribed for it the By-Laws and notice of same shall be given in one of the methods provided by the law. Any meeting of the stockholders may waive notice of the time, place and purpose of the meeting, either before or after such meeting.

ARTICLE XI

OFFICERS: The officers of this corporation shall be a Director, President, Vice-President and Secretary and such other officers and agents as may be necessary. All officers and agents, and factors as may be deemed necessary, shall be chosen in such terms, and have such powers and duties as may prescribed in the By-Laws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights

conferred on stockholders herein are granted subject to this reservation.

ARTICLE XII

POWERS: This corporation shall have the following powers.

A. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed, affixed or in any other manner reproduced.

B. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real property or personal property or any interest therein wherever situated.

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of the property and assets.

D. To lend money to and use the credit to assist the officers and employee in accordance with Florida Statue 607.

E. To purchase, take, receive, subscribe for, or otherwise acquire, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise use to deal in and with shares of other interests in or obligations of, other domestic or foreign corporations, associates, partnerships, or individuals, or direct or indirect obligations, of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow at such rate of interest as the corporation

may determine, issue its notes, bonds, and other obligations, and secure any of its property, franchises and income.

G. To lend money for corporate purposes, invests, and reinvests it fund, and to take hold real and personal property as security for the payment of the funds so loaned or invested.

H. To conduct its business, carry on the operations and have offices and exercise the power granted by Florida Statute 607, within or without this state.

I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation.

J. To make and alter the By-Laws, not inconsistent with these Articles of Incorporation, or laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare or for charitable, scientific, or educational purposes.

L. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

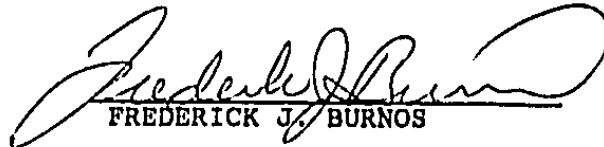
M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, profit and other incentive plans for any and all of the directors, officers, and employees of its subsidiaries.

N. To be promoter, incorporator, partner, member, associate or manager of any of the corporation, partnership, joint venture trust or other enterprise.

O. To have and exercise all powers necessary or convenient

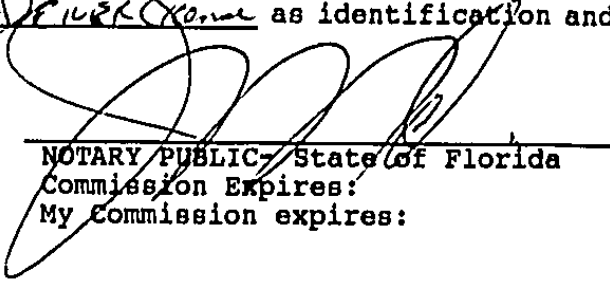
to affect the purpose of the corporation.

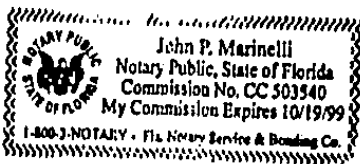
IN WITNESS WHEREOF, the undersigned subscribers have hereunto set their hand and this seal this 20th day of February, 1996, for the sole purpose of forming this corporation under the laws of the State of Florida, and he hereby make and file in the Office of the Secretary of State, of the State of Florida, these Articles of Incorporation, and certifies that the fact herein are true.


FREDERICK J. BURNOS

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 20th of February, 1996 by FREDERICK J. BURNOS who is personally known to me or who has produced FLOK, 00 DEIVERKXO, inc as identification and who did take an oath.


NOTARY PUBLIC, State of Florida
Commission Expires:
My Commission expires:



**CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes. The undersigned corporation, organized the laws of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____

PALM BEACH CARPET OF BOCA, INC.

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

FREDERICK J. BURNOS

7869 N. Federal Highway

Boca Raton, Florida 33487

SIGNATURE: *Frederick J. Burnos*

TITLE: President

DATE: 2-20-96

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I DO HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES OF MY POSITION.

SIGNATURE: *Frederick J. Burnos*

DATE: 2-20-96

FILED
96 FEB 23 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA