

p96000048582
LAW OFFICES
HOFFMAN, LARIN AND AGNETTI, P.A.

HOFFMAN & LARIN*

* TRADENAME OF HOFFMAN, LARIN AND AGNETTI, P.A.

**NORTH MIAMI BEACH OFFICE
800 NORTH MIAMI BEACH BOULEVARD
SUITE 201
MIAMI, FLORIDA 33162-3712**

**(305) 883-8888
TELEFAX (305) 840-0000**

PLEASE REPLY TO:

MIAMI

May 28, 1996

FOOT LAUDERDALE OFFICE

**THE SPECTRUM BUILDING
1600 N.W. 40th STREET
SUITE 600
FOOT LAUDERDALE
FLORIDA 33309-3770
(954) 784-2380**

NEW YORK OFFICE

**645 MADISON AVENUE
NEW YORK
NEW YORK 10022-1010
(212) 486-6322**

**JOHN D. AGNETTI
JOSHUA P. HECKER
SCOTT R. BUGAY
ALSO MEMBER ILLINOIS BAR
ROBERT A. MUEDEMAN
MARTIN L. HOFFMAN
ALSO MEMBER NEW YORK BAR
CHRISTOPHER P. LANZA
ALSO MEMBER MASSACHUSETTS BAR
RICHARD L. LARIN**

OF COUNSEL

**HAROLD M. HOFFMAN
MEMBER NEW YORK &
NEW JERSEY BAR ONLY**

KURRN N. GOTLIHH

**Charter Section
Secretary of State
State of Florida
The Capital
Tallahassee, Florida 32304**

**000001850570
-06/04/96--01144--001
*****70.00 *****70.00**

**RE: Articles of Incorporation
Carpet Technology, Inc.**

Dear Sir/Madam:

We are inclosing for filing an original and a copy of the Articles of Incorporation for the above-named corporation.

If everything is in order, please cause the original of the Articles of Incorporation to be duly filed and please furnish us with a receipted copy thereof.

Also enclosed is our check in the amount of \$70.00 to cover the following costs:

filing fee	\$ 35.00
Registered Agent fee	\$ 35.00
	<hr/>
	\$ 70.00

Thank you for your attention to this matter.

Very truly yours,

HOFFMAN, LARIN & AGNETTI, P.A.

Scott R. Bugay
**Scott R. Bugay, Esquire
For the Firm**

SRB:ms:

*Called Scott,
add. suffix. inc.
to get the name.*

LEN JUN -7 1996

FILED
96 JUN -4 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CARPET TECHNOLOGY, INC.

FILED
96 JUN -4 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation and its principal place of business shall be: CARPET TECHNOLOGY, ^{Inc.} 1911 N.W. 3rd Avenue, Wilton Manors, Florida 33311.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and this State.

ARTICLE III

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 500 shares of common stock having \$1.00 par value.

2. The capital stock may be paid for with property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other corporations or going business may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital

stock as the Directors of the company may decide.

ARTICLE IV

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V

The existence of the corporation is perpetual.

ARTICLE VI

The name and street address of the initial registered agent of this corporation is: John O'Donnell, 1911 N.W. 3rd Avenue, Wilton Manors, Florida 33311.

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than nine persons.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors who, unless provided by the Articles of Incorporation, or by the By-Laws, shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

John O'Donnell, President/Director
1911 N.W. 3rd Avenue,
Wilton Manors, Florida 33311

ARTICLE IX

The names and street addresses of the parties signing the Articles of Incorporation as subscribers are:

John O'Donnell
1911 N.W. 3rd Avenue,
Wilton Manors, Florida 33311

ARTICLE X

The Board of Directors shall be elected at the annual meeting of the shareholders of the corporation by a majority vote of those shareholders attending said meeting in person or by proxy.

ARTICLE XI

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

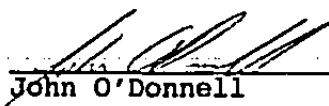
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

The initial issue of stock shall be as follows:

John O'Donnell - 100 percent

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 22nd day of May, 1996.


John O'Donnell

(SEAL)

ACKNOWLEDGEMENT:

Having been named initial Registered Agent for the above stated corporation, at the initial registered office designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping said office open.

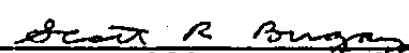

John O'Donnell, Registered Agent

STATE OF FLORIDA]

COUNTY OF BROWARD] ss:

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County aforesaid, personally appeared JOHN O'DONNELL, personally known to me to be the person who executed the foregoing Articles of Incorporation, or who produced Florida Drivers License as identification, and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 22nd day of May, 1996.


Notary Public, State of Florida
My Commission Expires:



SCOTT R. BUGAY
COMMISSION # CC 488488
EXPIRES MAY 31, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN -4 AM 9:17

FILED