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HARPER, KYNES

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: HARPER, KYNES, GELLER
2560 GULF TO BAY BLVD
SUITE 300
CLEARWATER FL 34625-0000
CONTACT: JACK J GELLER
PHONE: (813) 799-4840
FAX: (813) 797-8206

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: ASHLEY CARPETS, INC.
FAX AUDIT NUMBER: H96000008003
DATE REQUESTED: 06/07/1996
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NUMBER OF PAGES: 2
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(((H96000008003)))

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96 JUN -7 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 JUN 11 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 JUN -7 AM 10:43
DIVISION OF CORPORATIONS

HARPER, KYNES, GELLER, WATSON & BUFORD, P.A.
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JACK J. GELLER**
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CIVIL TRIAL ATTORNEY

**ALSO ADMITTED TO
PRACTICE IN NEW YORK

***ALSO ADMITTED TO
PRACTICE IN CALIFORNIA

2500 GULF TO BAY BOULEVARD
SUITE 300
CLEARWATER, FLORIDA 34625
(813) 780-4840
TELEFAX: 787-8208

OUR FILE #

#7918/13881

June 7, 1996

VIA FACSIMILE

Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee, FL 32399

RE: Ashley Carpets, Inc.
Fax Audit No. H96000008003

Dear Sir or Madam:

I am sending to you by facsimile the Electronic Filing Cover Sheet and Articles of Incorporation for the above corporation. Please fax us confirmation at your earliest convenience.

Thank you for your attention in this matter.

Very truly yours,

HARPER, KYNES, GELLER,
WATSON & BUFORD, P.A.


SHERI L. FLETCHER
Legal Assistant

Enclosures

06/10/96 15:07

813 797 8200

HARPER, KYNES

002/005

06/07/96 11:39 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

June 7, 1996

ASHLEY CARPETS, INC.

CLEARWATER, FL 34625

SUBJECT: ASHLEY CARPETS, INC.

REF: W96000012154

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000008003
Letter Number: 196A00028555

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HARPER, KYNES

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06/11/00 08:42 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 10, 1996

HARPER KYNES GELLER

CLEARWATER, FL 34625

SUBJECT: ASHLEY CARPETS, INC.
REF: W96000012154

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

You failed to make the correction(s) requested in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 486-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: W96000008003
Letter Number: 796A00028879

ARTICLES OF INCORPORATION
OF
ASHLEY QUALITY CARPETS, INC.

FILED
96 JUN 11 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

Ashley Quality Carpets, Inc. shall be the name of this corporation, and the mailing address and its principal office shall be: 79 Pelican Drive, Oldsmar, Florida 34677.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have on hand at any time is 10,000 shares of common stock having \$1.00 par value. The authorized capital stock may be paid for in cash, services or other property at a just value to be fixed by the board of directors of the corporation at any regular or special meeting of the same.

ARTICLE IV - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation is: 79 Pelican Drive, Oldsmar, Florida 34677, and the name of the initial registered agent of the corporation at that address is: Harold L. Ashley. Having been so named to accept said service of process, said registered agent hereby accepts said designation to act in said capacity and agrees to comply with the provisions of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

ARTICLE V - DIRECTORS

The corporation shall have no less than one director nor more than nine (9). The number may be increased or decreased as may be authorized by the Bylaws of this corporation. The number of directors constituting the initial Board of Directors shall be one (1).


ARTICLE VI - INITIAL INCORPORATOR

Incorporators

Harold L. Ashley

Address79 Pelican Drive
Oldsmar, FL 34677

IN WITNESS WHEREOF, I, the undersigned, have set my hand and seal to the foregoing Articles of Incorporation for Ashley Quality Carpets, Inc. and acknowledge the same under the laws of the State of Florida, this 10th day of January, 1996.


HAROLD L. ASHLEY
Incorporator and Registered
Agent

ashley.ari

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96 JUN 11 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA