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PROMOTED
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 047423 4329479

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : August 8, 1996

ORDER TIME : 11:10 AM

ORDER NO. : 047423

CUSTOMER NO: 4329479

CUSTOMER: Karen Bohn, Legal Assistant
BAKER & HOSTETLER

11111111111111111111

2300 Sun Bank Ctr., Box 112
200 South Orange Avenue
Orlando, FL 32802

DOMESTIC FILING

NAME: ADVANCE FLOOR COVERING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

CP
8/8/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -8 PM 1:26

FILED
SECRETARY OF STATE
CORPORATIONS

96 AUG -2 PM 1:26

**Articles of Incorporation
of
ADVANCE FLOOR COVERING, INC.**

ARTICLE I

Name and Duration

The name of the Corporation is ADVANCE FLOOR COVERING, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 4957 Signal Hill Road, Orlando, Florida 32808.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 1525 West Washington Street, Orlando, Orange County, Florida 32805. The name of the registered agent at such address is Eudene B. Fredrick.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and

rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Johnnie K. Walker	4957 Signal Hill Road Orlando, Florida 32808

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Johnnie K. Walker	4957 Signal Hill Road Orlando, Florida 32808

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

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

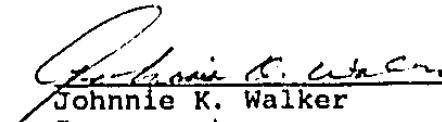
ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 2nd day of August, 1996.



Johnnie K. Walker
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this
2nd day of August, 1996, by JOHNNIE K. WALKER on
behalf of the corporation, as its incorporator. He is personally
known to me or has produced _____
as identification.

(NOTARY SEAL)

Karen Lee Bohn
(Notary Signature)

Karen Lee Bohn
(Notary Name Printed)

NOTARY PUBLIC

Commission No. _____



KAREN L. BOHN
MY COMMISSION # CC434847 EXPIRES
September 10, 1998
BONDED THRU TROY FARM INSURANCE, INC.

D:\24833\96001\ARTICLES
06\24\96.klb

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That ADVANCE FLOOR COVERING, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named Eudene B. Fredrick, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states she is familiar with §607.0501, Florida Statutes.


Eudene B. Fredrick

DATED: 8-2-96