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CHRIS M. VORBECK, Esq.
LL.M. - Taxation

Also Admitted in Georgia

August 21, 1996

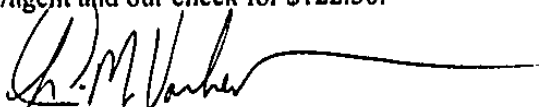
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/23/96--01037--015
****122.50 ****122.50

SUBJECT: Carpet Direct Outlet, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and certificate of designation of registered office/agent and our check for \$122.50.

FROM: Chris M. Vorbeck
1801 Glengary
Sarasota, FL 34231
(941) 923-1881



FILED
96 AUG 23 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 26 1996.

**ARTICLES OF INCORPORATION
FOR
CARPET DIRECT OUTLET, INC.**

The undersigned, acting as incorporator, of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Carpet Direct Outlet, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

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

3855 Clark Road
Sarasota, FL 34233

ARTICLE IV

The corporation shall have one class of stock of which there shall be Ten Thousand authorized shares having a par value of one dollar per share.

ARTICLE IV

The initial Registered Agent of the corporation shall be Joel N. Beetham, located at the corporations registered office:

3855 Clark Road
Sarasota, FL 34233

ARTICLE V

The incorporator of the corporation is:

Joel N. Beetham
3855 Clark Road
Sarasota, FL 34233

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ARTICLE VI

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state..

The undersigned incorporator has executed these Articles this 22 day of July, 1996.



Joel N. Beetham, Incorporator

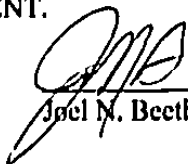
**Certificate of Designation
Registered Agent/Registered Office**

Pursuant to the provisions of sections 607.0501, 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 Carpet Direct Outlet, Inc.
2. The name and address of the registered agent and office is:

Joel N. Beetham
3855 Clark Road
Sarasota, Florida 34233

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.



Joel N. Beetham

7-22-96

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA