LAW OFFICES
ADAMS, ROTHSTEIN & SIEGEL

SIMON D. ROTHSTEIN
JOHN R. ADAMS (1889-1969)
A. H. ROTHSTEIN (1906-1985)
EDWARD SIEGEL (RETIRED)

SUITE 104 BROWARD BUILDING
4417 BEACH BOULEVARD
JACKSONVILLE, FLORIDA 32207
PHONE (904) 398-1419

November 11, 1996

P96000095375

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
ATTN: Loria Pool

RE: Carpet Care of Jacksonville, Inc. (filed April 20, 1995)
Carpet Care of Jacksonville, Inc. (a new corporation to be filed)

****122.50 ****122.50

Dear Ms. Pool:

Enclosed is an original and copy of Articles of Dissolution for Carpet Care of Jacksonville, Inc., a Florida corporation filed on April 20, 1995, and our $35.00 check made payable to the Secretary of State for the filing fee. Please acknowledge receipt, filing and dissolution of Carpet Care of Jacksonville, Inc. and return a file stamped copy of the Articles of Dissolution to me.

Also enclosed is our $122.50 check and an original and copies of Articles of Incorporation for Carpet Care of Jacksonville, Inc., a new Florida corporation. A letter from the old corporation releasing the name to the new corporation is enclosed as well. Please file these Articles after the Articles of Dissolution for Carpet Care of Jacksonville, Inc. (the corporation formed in 1995) have been filed. Thereafter, please return a letter to me acknowledging the filing of the Articles of Incorporation and a file stamped copy of same. If you could call me or my secretary when the new corporation has been filed and give us the date of filing and the document number, it would be greatly appreciated.

Sincerely,

Simon D. Rothstein

SDR/kmm
Enclosures

LAW OFFICES
ADAMS, ROTHSTEIN & SIEGEL

SIMON D. ROTHSTEIN
JOHN R. ADAMS (1889-1969)
A. H. ROTHSTEIN (1906-1968)
EDWARD SIEGEL (RETIRED)

SUITE 104, BROWARD BUILDING
4417 BEACH BOULEVARD
JACKSONVILLE, FLORIDA 32207
PHONE (904) 398-1416

November 21, 1996

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
ATTN: Maria Pool

RE: Carpet Care of Jacksonville, Inc.

Dear Ms. Pool:

Pursuant to our telephone conversation this week with my secretary, Karen, enclosed is a consent letter signed by the president of Carpet Care of Jacksonville, Inc., a Florida corporation incorporated on April 20, 1995 and recently dissolved on November 18, 1996.

Please forward confirmation of filing of Articles of Incorporation for the new corporation pursuant to my letter to you dated November 11, 1996. It would also be appreciated if you could call my office upon receipt of this letter and give me or my secretary the date of filing and document number.

Sincerely,

Simon D. Rothstein/kmm

Simon D. Rothstein by Karen M. Montgomery, Legal Assistant

SDR/kmm
Enclosure

November 15, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314
ATTN: Loria Pool

RE: Carpet Care of Jacksonville, Inc.
(Filed April 20, 1995)

Dear Ms. Pool:

Articles of Dissolution are hereby submitted for Carpet Care of Jacksonville, Inc., a Florida corporation formed on April 20, 1995. Simultaneously with these Articles of Dissolution, Articles of Incorporation are submitted for Carpet Care of Jacksonville, Inc., a new Florida corporation. As the president of Carpet Care of Jacksonville, Inc., a Florida corporation incorporated on April 20, 1995, please accept this as the consent of the corporation to be dissolved to permit the new corporation to use the name, "Carpet Care of Jacksonville, Inc.", and as confirmation that the Articles of Dissolution filed with the Secretary of State will not be revoked.

Sincerely,

William T. Hall

WILLIAM T. HALL, President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 19 day of November, 1996 by WILLIAM T. HALL, President of Carpet Care of Jacksonville, Inc., a Florida corporation incorporated on April 20, 1996. He is personally known to me or has provided a valid Florida Driver's License as identification.

ANGELA M. HALL
MY COMMISSION # CC 503250
EXPIRES: October 19, 1999
Bonded Thru Notary Public Underwriters

Angela M. Hall

NOTARY PUBLIC, STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

CARPET CARE OF JACKSONVILLE, INC.

I, the undersigned, in order to form a corporation for the purpose hereinafter stated, do hereby certify as follows:

ARTICLE I.

The name of this corporation shall be and is hereby declared to be CARPET CARE OF JACKSONVILLE, INC.

ARTICLE II.

The general nature of the business to be transacted by this corporation, together with, and in addition to those powers conferred by the Laws of Florida and the principles of common law upon corporations organized under and by virtue of the Laws of Florida, is the following:

All lawful business.

In furtherance, and not in limitation, of the general powers conferred by the Laws of the State of Florida and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, to-wit:

> To take, own, hold, deal in, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer, or in any manner whatsoever buy or dispose of real property within or without the State of Florida, wherever situated.
>
> To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge or otherwise to give liens against, and to lease, sell, assign, exchange, transfer, or in any manner dispose of, to deal and trade

in and with, and to invest in goods, wares, merchandise and property of any and every class and description, both within Florida and out of Florida.

To enter into, make, perform contracts of every kind for any lawful purpose with any person, firm association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof.

To acquire the good will, rights of property of any person, firm or corporation, and the whole or any part of their assets, tangible or intangible, to pay for the said good will, rights, property, and assets in cash, the stock of this company, bonds, or otherwise, or by undertaking the whole or any part of the liabilities of the transferrer; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To apply for, purchase, register, or in any manner to acquire and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names and to acquire, own, use or in any manner dispose of any and all inventions, improvements and processes, labels, designs, brands, or other rights, to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

Without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, so far as may be permitted by the Laws of the State of Florida.

To have one or more offices, conduct its business and promote its objects within and without the State of Florida, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency or country.

In general to carry on any other business in connection therewith, whether manufacturing, contracting or otherwise, not forbidden by the Laws of the State of Florida, and with all powers conferred upon corporations by the Laws of the State of Florida.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this second Article of these Articles of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other Article in these Articles of Incorporation, but that the objects, purposes and powers specified in this Article and in each of the Articles or paragraphs of these Articles of Incorporation shall be regarded as independent subjects, purposes and powers, and shall not be construed to restrict in any manner the general powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

ARTICLE III

The amount of the total authorized capital stock which may be issued by the corporation is 100 shares of common stock of $1.00 par value per share.

All or any part of said capital stock may be payable either in cash, property, labor or services at a just valuation to be fixed by the Board of Directors, and the judgment of such directors as to the value of such property, labor or services, shall, in the absence of fraud, be conclusive upon the stockholders and the parties dealing with the corporation. The capital stock may be issued and paid for at such time or times and upon such terms and conditions as the Board of Directors may determine and the amount of the capital stock increased or decreased in the manner provided by law.

ARTICLE IV.

The amount of capital with which this corporation shall begin business is $500.00.

ARTICLE V.

The existence of this corporation shall be perpetual and shall commence November 15, 1996 , for closing purpose only.

ARTICLE VI.

The name of the registered agent and the registered office of this corporation in the State of Florida are respectively Robert H. Burton, 2649 Seneca Drive, Jacksonville, Florida 32259.

ARTICLE VII.

The number of directors of this corporation shall be not less than one.

ARTICLE VIII.

The names and post office addresses of the Board of Directors and Officers who, subject to the provisions of these Articles of Incorporation and the By-Laws to be adopted shall hold office until their successors are elected and qualified are:

NAME	POSITION	ADDRESS
Robert H. Burton	President, Treasurer, and Director	2649 Seneca Drive Jacksonville, FL 32259
Donna S. Burton	Secretary	2649 Seneca Drive Jacksonville, FL 32259

ARTICLE IX.

The names and post office addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock of this corporation which each agrees to take are as follows:

NAME	NO. OF SHARES	ADDRESS
Simon D. Rothstein	1	Suite 104, 4417 Beach Blvd. Jacksonville, FL 32207

The proceeds of which will amount to at least $500.00.

ARTICLE X.

The post office address of the principal office of the corporation in Florida shall be 2649 Seneca Drive, Jacksonville, Florida 32259.

I, the undersigned, being the sole original subscril r to the capital stock of this corporation for the purpose of forming a corporation, in pursuance of the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinbefore set forth, and according.y hereunto have set my hand and seal this 15th day of November, 1996.

Simon D. Rothstein (SEAL)
SIMON D. ROTHSTEIN

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 15th day of November, 1996, by Simon D. Rothstein, who is personally known to me.

Louise C. Welch
NOTARY PUBLIC - STATE OF FLORIDA

LOUISE C. WELCH
Notary Public, State of Florida
My comm. exp. May 9, 1998
Comm. No. CC 362702

(M-9/Carpet.Art)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That CARPET CARE OF JACKSONVILLE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Jacksonville, Duval County, Florida, has named ROBERT H. BURTON, located at 2649 Seneca Drive, Jacksonville, FL 32259, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named as registered agent and resident agent to accept service of process 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 Act, relative to keeping said office open.

Robert H Burton

Robert H. Burton
Registered and Resident Agent

LAW OFFICES

ADAMS, ROTHSTEIN & SIEGEL

SIMON D. ROTHSTEIN

JOHN R. ADAMS (1889-1969)
A. H. ROTHSTEIN (1906-1985)
EDWARD SIEGEL (RETIRED)

SUITE 104, BROWARD BUILDING
4417 BEACH BOULEVARD
JACKSONVILLE, FLORIDA 32207
PHONE (904) 398-1419

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Nove[illegible], 19[illegible]

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
ATTN: Loria Pool

96 NOV 26 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

RE: Carpet Care of Jacksonville, Inc.

Dear Ms. Pool:

Pursuant to your telephone conversation this week with my secretary, Karen, enclosed is a consent letter signed by the president of Carpet Care of Jacksonville, Inc., a Florida corporation incorporated on April 20, 1995 and recently dissolved on November 18, 1996.

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Sincerely,

Simon D. Rothstein/kmm

Simon D. Rothstein by Karen M.
Montgomery, Legal Assistant

SDR/kmm
Enclosure

November 15, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314
ATTN: Loria Pool

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Sincerely,

William T. Hall

WILLIAM T. HALL, President

FILED
96 NOV 26 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 19 day of November, 1996 by WILLIAM T. HALL, President of Carpet Care of Jacksonville, Inc., a Florida corporation incorporated on April 20, 1996. He ~~is personally known to me or~~ has provided a valid Florida Driver's License as identification.

ANGELA M. HALL
MY COMMISSION # CC 503659
EXPIRES: October 19, 1999
Bonded Thru Notary Public Underwriters

Angela M. Hall

NOTARY PUBLIC, STATE OF FLORIDA