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FILED

96 DEC -9 AM 9:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 4, 1996

EFFECTIVE DATE

1-1-97

Secretary of State
Corporate Records Bureau
Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

100002023561--9
-12/09/96--01039--003
*****70.00 *****70.00

RE: McDOWELL FLOORING, INC.

Gentlemen:

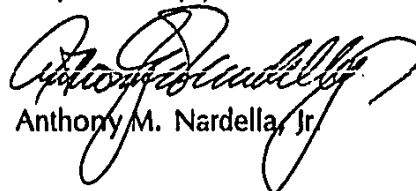
Enclosed please find an original and a copy of the Articles of Incorporation for the above referenced corporation.

Enclosed please also find our check no. 581 made payable to the Secretary of State in the sum of \$70.00 in order to defray your filing fee.

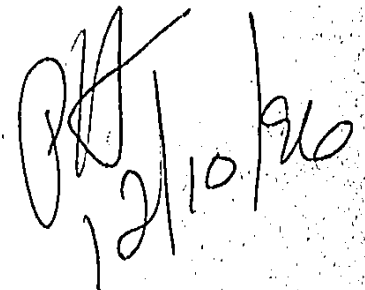
Please return the file stamped copy of the Articles of Incorporation to the undersigned at your earliest convenience.

If you have any questions, please feel free to contact the undersigned.

Very sincerely yours,


Anthony M. Nardella, Jr.

AMN/mc3
Enclosures



ARTICLES OF INCORPORATION

OF

McDOWELL FLOORING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

EFFECTIVE DATE

1-1-97

The name of the corporation ("Corporation") is McDOWELL FLOORING, INC.

ARTICLE II

The existence of the corporation shall begin January 1, 1997.

ARTICLE III

The street address of the principal office of the Corporation is 512 Eagle Circle, Casselberry, Florida 32707.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, all of which shall be Common Shares with a par value of \$.01. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 512 Eagle Circle, Casselberry, Florida 32707. The initial registered agent for the Corporation at that address is C. Scott McDowell.

ARTICLE VI

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is:

Name

Address

C. Scott McDowell

512 Eagle Circle, Casselberry, Florida 32707

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ARTICLE VII

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The name and street address of the person signing these articles of incorporation is:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name
C. Scott McDowell

Address
512 Eagle Circle, Casselberry, Florida 32707

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4 day of December, 1996.

C. Scott McDowell
Name: C. Scott McDowell

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for McDOWELL FLOORING, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

C. Scott McDowell
Name: C. Scott McDowell

Date: December 4, 1996