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Corporate and Business Law
International Law

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December 10, 1996

Ms. Neysa Culligan
New Filing Section
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

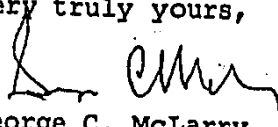
RE: UNIVERSAL FLOORING DISTRIBUTOR, INC.

Dear Ms. Culligan:

As I am sure you will recall, I spoke to you last week concerning my desire to form a new company entitled "Universal Flooring Distributor, Inc." I am presently the sole owner, stockholder and director of "Universal Floor Distributors, Inc.," which is very similar to the name of the new company I desire to incorporate. During our conversation, you stated that the new company would be approved provided I sent a letter authorizing the use of the name because of the similarity of my old company. Please consider this letter to be such consent and approval.

With this letter you will find the Articles of Incorporation, plus a copy to be certified and returned me, together with my check in the amount of \$122.50. After the company has been filed and the copy certified, please return the certified copy to me at the above address.

Very truly yours,


George C. McLarry

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Enclosures

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles Of Incorporation

OF

UNIVERSAL FLOORING DISTRIBUTOR, INC.

FILED
96 DEC 12 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned incorporators have associated themselves together, and do certify that they associate themselves together for the purpose of forming a body corporate under and by virtue of Chapter 607, Florida Statutes 1993, for the transaction of business with and under the following charter:

ARTICLE I

NAME

The name of the corporation shall be "UNIVERSAL FLOORING DISTRIBUTOR, INC.", and whose business address is: 301 North Ferncreek Avenue, Orlando, Florida 32803.

ARTICLE II

BUSINESS AND ACTIVITIES

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

(a) To acquire by purchase or otherwise, to own and possess, any real or personal property, of any kind or nature, wheresoever situated, and any interest in or right appertaining to any of such property; to hold, use, improve, rebuild, enlarge, or alter buildings or other improvements on any of such property, or any part thereof; to sell, lease, mortgage, pledge or otherwise dispose of all or any part of such property, or any rights or interest therein or thereto appertaining; and, generally to deal with and act in relation to such property in any and every way.

(b) To acquire and deal with, in any manner, licenses of all kinds; to turn to account, sell, assign, lease, pledge, or otherwise dispose of any deal with (1) any and all licenses, privileges, easements, concessions, inventions, tradenames, brands, distinctive marks and franchises of any and all kinds, and right or rights analogous thereto; and (2) any and all rights, territorial or otherwise, thereunder; and to carry on any lawful business

whatsoever, whether manufacturing or otherwise, which the corporation may deem calculated, directly or indirectly to accomplish its objects, or any of them, provided, however, that they be incidental to the purposes of the corporation.

(c) To purchase or otherwise acquire the whole or any part of the property, assets, good will, rights and business, and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of any person, firm, association, corporation or organization heretofore or hereafter engaged in any business similar to any of the businesses of the corporation; and to pay for the same, or any part of combination thereof, in cash, shares of the capital stock, bonds, debentures, notes or other obligations of the corporation, or otherwise, or by undertaking or assuming the whole or any part of the liabilities or obligations of the transferors; and to hold, or in any manner dispose of, the whole or any part of the property and assets so acquired or purchased; and to utilize, enjoy and conduct, in any lawful manner, the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

(d) To purchase, subscribe for or otherwise acquire, hold, own, sell, pledge, or otherwise dispose of the stock, voting certificates, bonds, obligations, securities or other evidences of indebtedness of any individual, firm, association, government, or subdivision thereof; and to issue in exchange therefore the stocks, bonds, or other obligations of this corporation, or any other of its property and, while the owner of any such stock, voting trust certificates, bonds, obligations, securities or other evidences of indebtedness, to exercise in respect thereof all the rights, powers, and privileges of individual ownership, including the right to vote thereon for any and all purposes; and, upon a distribution of the assets, or a division of the profits, of the corporation, to distribute any such shares of capital stock, voting trust certificates, bonds, obligations, securities or other evidences of indebtedness, or the proceeds thereof, among the stockholders of this corporation.

(e) To guarantee, so far as permitted by law, the payment of dividends upon any shares of the capital stock of, or the performance of any contract by, any other corporation or association in which the corporation shall have any interest, or either, of any bonds, debentures, notes, securities, or other evidences of indebtedness created or issued by any such other corporation or association and to aid in any manner permitted by law any other corporation or association, domestic or foreign, any bonds, or other securities or evidences of indebtedness of which, or shares of stock in which, are held by or for this corporation, or in which or in the welfare of which, this corporation shall have any interest; and to do any acts or things designed to protect, preserve, improve, or enhance the value of any such bonds or other securities or evidences of indebtedness, or such shares

of stock or other property of the corporation.

(f) To borrow or raise the money for any of its purposes without limit as to amount; and to make, execute, issue and endorse bonds, debentures, promissory notes, or other obligations or evidences of indebtedness, of any nature and in any manner, whether secured or unsecured, for monies so borrowed, or in payment of property acquired, or for any of the objects or purposes of this corporation; and to secure the payment of the principal and interest of any such obligation by mortgage, pledge, deed, indenture, agreement, instrument of trust, lien upon, assignment of, or agreement in respect of, all or any part of the property, real or personal of the corporation or of all or any of its rights or interest therein, wheresoever situated, and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the Board of Directors may deem judicious, to sell or pledge such bonds or obligations, or to discount notes of the corporation for its corporate purposes.

(g) To buy, sell, hold and reissue the stocks and bonds or other securities of this corporation, insofar as the same is permitted by law.

(h) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, firm, corporation, private, public or municipal body politic under the government of the United States, or any state, territory or colony thereof, or any foreign government so far as, and to the extent that the same may be done and performed by corporations organized under the corporation law.

(i) To do any and all things necessary, suitable, convenient or proper for, or in connection with, or incidental to, the accomplishment of the objects herein enumerated, or designed, directly or indirectly, to promote the interests of the corporation or to enhance the value of any of its property or business.

(j) To carry on business at any place or places within the jurisdiction of the United States, and in any and all foreign countries; and to purchase, hold, mortgage, convey, lease, or otherwise dispose of and deal with real and personal property at any such place or places.

(k) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either along or in connection with other corporations firms or individuals, either as principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers, or any of them.

(l) To engage in any other business, or do any and all acts and

things incident to or which to the Board of Directors may be deemed necessary to the carrying out of the success of any business outlined above; and to engage in any and every lawful business whatsoever, whether herein mentioned or not.

ARTICLE III

CAPITAL STOCK

The number of shares of stock which may be issued by the corporation is 10,000 shares, all of which shall be common stock, with a par value of \$0.10. No shareholder shall transfer, alienate, or in any way dispose of any share of the corporation unless such share shall have been offered for sale to the corporation.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 301 North Ferncreek Avenue, Orlando, Florida 32803 and the name of the initial Registered Agent of this corporation at that address is George C. McLarry.

ARTICLE VI

INITIAL DIRECTORS

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation, and Chapter 607, Florida Statutes 1993, shall hold office during the first year of the corporation's existence, or until their successors are elected or appointed and have qualified, are as follows:

DIRECTORS

George C. McLarry

ADDRESSES

301 North Ferncreek Ave.
Orlando, Florida 32803

ARTICLE VII

INCORPORATORS

The name and street address of the incorporator of the Articles

of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
George C. McLarry	301 North Ferncreek Avenue Orlando, Florida 32803

ARTICLE VIII

DIRECTORS: NUMBER, DUTIES, ETC.

The initial number of directors of this corporation shall be one (1), and may be increased or diminished from time to time in accordance with the By-Laws of this corporation.

Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

Nothing in this article shall be construed to preclude the director from serving the corporation in any other capacity and receiving compensation therefor.

Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.

In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining director until the shareholders have acted to fill the vacancy.

The business of the corporation shall be managed, controlled and conducted by a Board of Directors, and by such officers as are established by the By-Laws of the corporation and in accordance with Florida Statutes. Any person may hold one or more offices. The number of Directors and their terms of office and manner of election, as well as their duties, shall be prescribed by the By-Laws. The officers shall be elected by the Board of Directors.

A majority of the directors present at any meeting, duly and regularly called, shall constitute a quorum, and a majority vote of directors present shall control.

The annual meeting of the stockholders shall be held at the time and place which shall be set forth in the By-Laws of the corporation.

ARTICLE IX

MISCELLANEOUS

The Board of Directors shall have the full power and authority to fix the price for, and to fix limitations upon, the issuance of all stock certificates and for the sale of all stock. All payments for stock shall be payable in lawful money of the United States of America; provided, however, that any designated portion of the stock shall be made payable in services at a just valuation, to be fixed by the incorporators or by the directors at a meeting called for such purpose. Services may also be purchased or paid for with capital stock at a just valuation of such services, to be fixed by the directors of the corporation at a meeting called for such purpose. All stock issued shall be fully paid and non-assessable. Stock shall be transferrable only in the manner prescribed in the By-Laws and every person becoming a stockholder by such transfer shall, in proportion to his stock, succeed to all the rights and liabilities of the prior holder. The By-Laws shall include provisions governing the issuance of stock certificates to replace lost or destroyed certificates. Shareholders shall not have preemptive rights to acquire shares of stock.

Immediately after the adjournment of the annual meeting of the stockholders, the directors shall hold their annual meeting for the election of officers, and such other business as may properly come before the meeting. Meetings of the stockholders and meetings of the Board of Directors of this corporation may be held within or without the State of Florida. This corporation may have such other places of business besides the principal place of business, either within or without the State of Florida, as may be deemed desirable.

The amount of indebtedness or liability to which this corporation may at any time subject itself shall be unlimited.

This corporation shall adopt an appropriate seal, and shall adopt By-Laws for the government of its affairs, not inconsistent with the Articles of Incorporation and the laws of the State of Florida, which may be amended or repealed as provided in said By-Laws.


ARTICLE X

AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting


their intention that a certain amendment to these articles of incorporation be made.

IN WITNESS WHEREOF, the subscribers hereto have set their hands and seals this 9th day of December, 1996.


George C. McLarry

ACCEPTANCE OF RESIDENT AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


George C. McLarry

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