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MORRIS & BERNARD
ATTORNEYS AT LAW

JEFFERY B. MORRIS
BOARD CERTIFIED CIVIL TRIAL LAWYER
PERSONAL INJURY
WRONGFUL DEATH

LAWRENCE J. BERNARD
REAL PROPERTY
PROBATE

December 9, 1996

96 DEC 13 PM 1:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FL
RIVERSIDE OFFICE
2064 PARK STREET
JACKSONVILLE, FLORIDA 32204
(904) 334-8488
FAX (904) 334-0064

NORTHSIDE OFFICE
1403 DUNN AVENUE
SUITE 200
JACKSONVILLE, FLORIDA 32218
(904) 751-6980
FAX (904) 751-6983

PLEASE REPLY TO:
RIVERSIDE OFFICE

Secretary of State
Department of Records
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

7000002028537--8
-12/13/96--01039--010
*****70.00 *****70.00

Re: Articles of Incorporation for
DIXIE SALES COMPANY USA, INC.

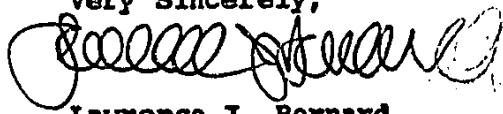
Dear Sir or Madam:

I am enclosing the original and one (1) duplicate copy of the Articles of Incorporation and Certificate of Registered Agent for the above-referenced corporation, together with my firm check in the amount of \$70.00 to cover the costs of taxes, filing fee, and filing of the Certificate of Registered Agent.

Please return the copies, together with the charter number to my Park Street office.

Your assistance is most appreciated. Please do not hesitate to contact me should you have any questions.

Very Sincerely,



Lawrence J. Bernard

LJB/cdt
Enclosures
art\sec-state.ltr

M. OHESSER DEC 17 1996

ARTICLES OF INCORPORATION
OF

DIXIE SALES COMPANY USA, INC.
a Florida corporation

I, the undersigned, do hereby make form a corporation, and for such purpose I hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE ONE

NAME OF CORPORATION AND ADDRESS OF PRINCIPAL OFFICE

The name of this corporation shall be: DIXIE SALES COMPANY USA, INC., a Florida corporation. The address of the principal office of the corporation and its mailing address is: 10635 St. Augustine Road, Jacksonville, Florida 32257.

ARTICLE TWO

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE THREE

DURATION

The term for which this corporation shall exist shall be perpetual commencing on the date filed with the Secretary of State.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue 10,000,000 shares at One Dollar (\$1.00) par value common stock.

ARTICLE FIVE

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TALLAHASSEE, FLORIDA

ARTICLE SIX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE SEVEN

RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders and subsequent shareholders may not be sold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. Further, the remaining shareholders must first issue their written approval of the prospective buyer as a contingency to the sale of such stock being consummated. The price and terms of which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE EIGHT

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

ARTICLE NINE

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10635 St. Augustine Road, Jacksonville, Florida 32257, and the name of the initial registered agent of this corporation at this address is Robert R. Drashin.

ARTICLE TEN

ROBERT R. DRASHIN

10635 St. Augustine Road
Jacksonville, Florida 32257

ARTICLE ELEVEN

OFFICERS

The corporation shall elect a President, Secretary and Treasurer, and such other officers as deemed necessary.

ARTICLE TWELVE

SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE THIRTEEN

INDEMNIFICATION

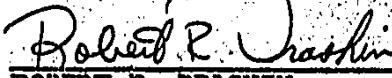
This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE FOURTEEN

AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of December, 1996.


ROBERT R. DRASHIN

STATE OF FLORIDA
COUNTY OF DUVAL

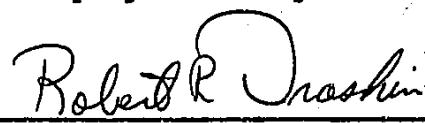
The foregoing instrument was sworn to and subscribed before me this 8th day of December, 1996, by ROBERT R. DRASHIN, is personally known to me, or who has produced as identification.

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First, that DIXIE SALES COMPANY USA, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named ROBERT R. DRASHIN, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named 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 office open.


ROBERT R. DRASHIN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED