

TRANSMITTAL LETTER
9900002177

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

800002043408--2
-01/02/97--01040--001
*****70.00 *****70.00

SUBJECT: ABELL'S FLOOR COVERING INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: WILLIAM C. ABELL
Name (Printed or typed)

1040 S. VOLUSIA AVE.
Address

ORANGE CITY, FL. 32763
City, State & Zip

(904) 774-7707
Daytime Telephone number

1/2

[Signature]
1/9

FILED
97 JAN -2 PH 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF ABELL'S FLOOR COVERING, INC.

I, the undersigned, being a natural person of legal age do hereby desire to form a corporation under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be: ABELL'S FLOOR COVERING, INC.

ARTICLE II

PRINCIPAL OFFICE

The address of the principal office and the mailing address of the corporation is; 1040 S. Volusia Ave., Orange City, Fl. 32763.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of common stock with a par value of One Hundred Dollars (\$100.00) per share.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent for this corporation is William C. Abell and the initial registered office is located at: 1040 S. VOLUSIA AVE., Orange City, Fl. 32763.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator is: William C. Abell, 1568 W. Euclid Ave., DeLand, Fl. 32720

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially, the number shall be fixed by the by-laws and may be changed from time to time. The name and address of the initial director is:

William C. Abell, 1568 Euclid Ave., DeLand, Fl. 32720

97 JAN -2 PM 12:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

INDEMNIFICATION

Every director, officer employee, or agent of the corporation shall be indemnified by the corporation against all expenses and liabilities including counsel fees, reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made party or in which he or she may become involved by reason of his or her employment or by reason of his or her being or having been director, officer, employee or agent of the corporation, or any settlement thereof, whether or not he or she is a director, officer employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged liable for liable negligence or misconduct in the performance of his or her duties as such director, officer, employee, or agent. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such director, officer, employee or agent may be entitled.

ARTICLE VIII

PURPOSE

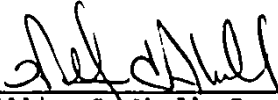
The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IX

TERM & EFFECTIVE DATE

These articles of incorporation shall become effective as of January 2, 1997. This corporation shall exist perpetually from that date forward.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 27 of December, 1996.



William C. Abell, Incorporator.

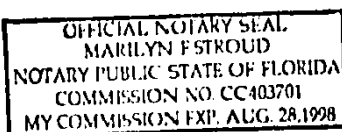
State of Florida

County of Volusia

BEFORE ME, the undersigned officer, personally appeared to me known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to me that after reading the same the matters set forth therein are true and correct to the best of his knowledge and belief.



NOTARY PUBLIC STATE OF FLORIDA



CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR

DOMICILE

FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING

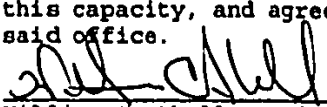
UPON WHOM PROCESS MAY BE SERVED:

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said act.

First, that ABELL'S FLOORCOVERING, INC. desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Orange City, County of Volusia, State of Florida, has named William C. Abell, located at 1040 S. Volusia Ave, City of Orange City, County of Volusia, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above state corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with provisions of said Act relative keeping open said office.


12-27-96
William C. Abell, Registered Agent

97 JAN -2 PH 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED