

SHAREHOLDERS:

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Bradly Roger Bettin, Sr.
Gregory W. Eisemenger
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January 2, 1997

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

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*****70.00 *****70.00

Re: Articles of Incorporation

EFFECTIVE DATE
1-1-97

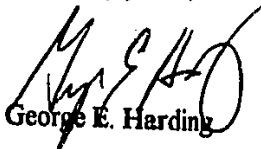
Gentlemen:

Enclosed herewith for filing is an original and two copies of the Articles of Incorporation of Carpetcraft of Brevard, Inc., Designation of Registered Agent, and Affidavit of the President of Carpetcraft, Inc. authorizing the assumption and immediate use of the name "Carpetcraft of Brevard, Inc." by the entity for which the enclosed Articles are filed herewith.

Also enclosed is a check in the amount of \$70.00 for the filing fee and registered agent designation.

Kindly mark the enclosed copy of the Articles as "filed" and return same to the undersigned in the self-addressed stamped envelope provided.

Very truly yours,


George E. Harding

/tjs
Enclosures

cc: Mr. John Bauer

FILED
97 JAN -6 AM 9 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CARPETCRAFT OF BREVARD, INC.

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97 JAN -6 AM 9:13
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:

EFFECTIVE DATE
1-1-97

ARTICLE 1

The name of the corporation (the "Corporation") is:

CARPETCRAFT OF BREVARD, INC.

ARTICLE 2

The address of the principal office of the Corporation and its mailing address is:

838 Angela Avenue, Apartment A
Rockledge, Florida 32955-2700

ARTICLE 3

The Corporation is authorized to issues 1,000 shares of \$1.00 par value, sec. 1244 common stock.

Each share of common stock of the Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the stockholders; to receive such dividends as are declared by the Board of Directors, and upon liquidation to participate ratably in the net assets available for distribution.

ARTICLE 4

The initial registered agent and the street address of the initial registered office of the Corporation is:

John E. Bauer
838 Angela Avenue, Apartment A
Rockledge, Florida 32955-2700

The board of directors may from time to time move the principal office to any other address which it deems pertinent in the interest of the Corporation, either within or without the State of Florida.

ARTICLE 5

The name and address of the sole incorporator of the Corporation is:

John E. Bauer
838 Angela Avenue, Apartment A
Rockledge, Florida 32955-2700

ARTICLE 6

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by vote of a majority of the stockholders, but the Corporation shall at all times have at least one (1) director. The name and address of the initial director is:

John E. Bauer
838 Angela Avenue, Apartment A
Rockledge, Florida 32955-2700

The initial director shall hold office until the first annual meeting of shareholders or until his respective successor(s) shall be duly elected or appointed and qualified.

ARTICLE 7

The Corporation shall have the authority to engage in any activity or business lawfully permitted under the laws of the United States of America and the State of Florida.

ARTICLE 8

A. The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter or repeal any By-Laws adopted by the directors. The directors may not amend, alter or repeal any By-Laws adopted by the stockholders, nor may the directors adopt By-Laws which would be in conflict with the By-Laws adopted by the stockholders.

B. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless they shall make objections at such meeting to any defect or insufficiency of notice.

C. Each director and officer of the Corporation, whether or not in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon them in connection with or arising out of any claim, demand, action, suit or proceeding in which they may be involved or to which they may be made a party by reason of their being or having been a director or officer of the corporation, said expense to include attorney's fees and cost of reasonable settlement made with a view of curtailment of cost of litigation, except in relation to matters as to which they finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of their duty as such officer or director. Such right of indemnification shall not be exclusive of other rights to which they may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

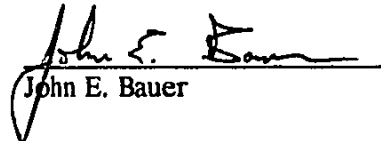
D. A director or officer of the corporation shall not be disqualified by their office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a stockholder, officer or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified or approved by either; (a) a vote of the majority of the Board of Directors having no interest in

such transaction or contract; (b) the written consent or vote of a majority of the outstanding shares of stock in the Corporation entitled to vote. A director interested in the contract or transaction who is present may participate in the meeting and may be counted for quorum purposes. Additionally, no director or officer shall be liable to account to the Corporation for any profits realized by, or from, or through such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that they, or any firm of which they are a member or any corporation of which they are a stockholder, officer, or director, was interested in such transaction or contract. Nothing herein shall create a liability in the events above described or prevent the authorized approval of such contracts in any manner permitted by law.

ARTICLE 9

The existence of the Corporation shall begin on January 1, 1997.

I, THE UNDERSIGNED, hereby declare and certify that the facts herein stated are true and accordingly, I have this 2nd day of January, 1997, executed these Articles of Incorporation.


John E. Bauer

STATE OF FLORIDA)
) SS:
COUNTY OF BREVARD)

I, the undersigned notary public, in and for the State of Florida, do hereby certify that on this day personally appeared before me John E. Bauer, to me well known to be the person who executed the foregoing Articles of Incorporation of Carpetcraft of Brevard, Inc. and acknowledged that he executed the same for the uses and purposes therein stated.

In witness whereof, I have hereunto set my hand and official seal this 2nd day of January, 1997.


Notary Public



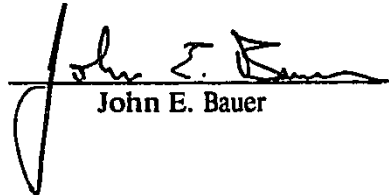
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA AND NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to F.S. Chapter 607, and in compliance with the requirements therein:

First that Carpetcraft of Brevard, Inc. desiring to organize under the laws of the State of Florida, with its principle office as indicated in the Articles of Incorporation, has named John E. Bauer, located at 838 Angela Avenue, Apartment A, Rockledge, Florida 32955-2700 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service for the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, on this 2nd day of January, 1997.


John E. Bauer

**AFFIDAVIT OF PRESIDENT OF CARPETCRAFT, INC.
PERMITTING USE OF CORPORATE NAME**

STATE OF FLORIDA
COUNTY OF BREVARD


I, JOHN E. BAUER, hereby make this Affidavit pursuant to F.S. 607.1422(4).

1. I am the President, sole director and sole shareholder of Carpetcraft, Inc., a Florida corporation.

2. Carpetcraft, Inc. has been involuntarily dissolved by administrative action of the Department of State of Florida as of August 23, 1996.

3. Carpetcraft, Inc. hereby authorizes the assumption and immediate use of the corporate name "Carpetcraft of Brevard, Inc." by the corporation for which the Articles of Incorporation and Designation of Registered Agent are being filed herewith.

I, THE UNDERSIGNED, hereby declare and certify that the facts herein stated are true to the best of my knowledge, information and belief. Accordingly, I have executed this affidavit this 2nd day of January, 1997.


John E. Bauer

FILED
97 JAN -6 AM 9 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA