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JOHN D GENTILE, CPA  
1601 N. Palm Ave., Suite 212  
Pembroke Pines, Florida 33026  
(954) 431-8331

February 19, 1997

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
Attn: New Filings Section

SUBJECT: Prestige Carpet of Delray, Inc.

Enclosed is an original and one (1) copy of articles of incorporation and a check for \$122.50 Filing Fee & Certified Copy.

Please direct any correspondence to my attention at the above address.

Sincerely,



John D Gentile  
1601 N. Palm Ave., Suite 212  
Pembroke Pines, Florida 33026  
(954) 431-8331

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**ARTICLES OF INCORPORATION**

**OF**

**PRESTIGE CARPET OF DELRAY, INC.**

The undersigned subscribers to these Articles of Incorporation hereby form and associate to form a Corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation is:

Prestige Carpet of Delray, Inc.

**ARTICLE II**

**PRINCIPAL OFFICE**

The initial principal office or place of business of this corporation shall be located at 4900 Linton Blvd. Suite 31 & 32, Delray, Florida 33445

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock which this corporation shall be authorized to have outstanding at any time is 10,000 shares of common stock, having no par value per share. Any capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporators or by the directors at a meeting called for such purpose or at the organization meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company.

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Stock in other corporations or going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the directors of the company may decide.

#### MINIMUM CAPITAL

The amount of capital with which this corporation will begin business shall be not less than \$500.00.

#### ASSIGNMENT OF SUBSCRIPTION RIGHTS

The original incorporators of the corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock to any other persons, partnership, or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

#### Article IV

##### Registered Agent Certificate of Designation

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 Sections 607.0501 and 607.0505, FLORIDA  
STATUTES, following is submitted in compliance with said Act:

That Prestige Carpet of Delray, 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 Delray, Florida, County of Palm Beach, State of Florida, has named Catherine Finch, located at 2200 N. University Drive, Sunrise, 33322, County of Broward, State of Florida, as its agent to accept service of process within this State.

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 provisions of said Act relative to keeping open said office.

Catherine Finch  
Catherine Finch

#### ARTICLE V

#### INCORPORATOR

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

Catherine Finch  
2200 N. University Drive,  
Sunrise, Florida 33322

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 21st day of

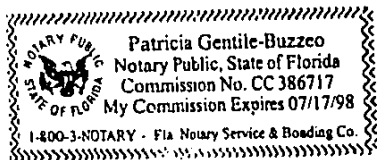
February, 1992

STATE OF FLORIDA  
COUNTY OF BROWARD SS.

BEFORE ME, the undersigned authority, personally appeared Catherine Finch to me well-known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, according to law,

that he/she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 21st day of February, 1997.



Patricia Gentile-Buzzo  
NOTARY PUBLIC

#### ARTICLE VI

##### BOARD OF DIRECTORS

This corporation shall have three (3) Director initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one(1). The names and addresses of the initial Director of this Corporation is:

Catherine Finch  
7083 West Sunrise Blvd.  
Plantation, Florida 33313

Randy Horn  
7083 West Sunrise Blvd.  
Plantation, Florida 33313

John Koenig  
4126 Broadway  
New York, New York 10033

#### ARTICLE VII

##### NATURE OF BUSINESS

The general nature of the business and the objective and purpose to be transacted and activities in which to engage shall be as follows:

A. To perform any and all work or services that may be related to floor coverings, such as carpeting, tiling, etc.; any

brokering, distributing, or engaging in such similar services or production or manufacturing; any importing or exporting of any goods or services.

B. To install, construct, maintain, contract or perform any such related services.

C. To engage in any form of wholesale trade for durable and nondurable goods, or any other retail selling or store business activity.

D. To design, develop, produce and market products and services of any type and nature using various techniques and promotions.

E. To invest, purchase, hold, improve, sell, convey, assign, lease, mortgage, encumber and otherwise deal in and with real or personal property or any interest therein, wherever situated.

F. To perform any other activities necessary, proper or convenient or incident to the furtherance of the powers and purpose herein stated.

G. To exercise any power and authority and to engage in any business activity which may be done by a profit corporation organized and existing under and by virtue of Chapter 607, FLORIDA STATUTES, it being the intent that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, FLORIDA STATUTES.

#### ARTICLE VIII

##### INITIAL OFFICERS

The names and addresses of the initial officers of the Corporation are the following:

NAME	TITLE	ADDRESS
Randy Horn	President	7083 West Sunrise Blvd. Plantation, Florida 33313
Catherine Finch	Secretary Treasurer	7083 West Sunrise Blvd. Plantation, Florida 33313
John Koenig	Vice President	4126 Broadway New York, New York 10033

**ARTICLE IX**

**MANAGEMENT**

The corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida.

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STATE  
TALLAHASSEE, FLORIDA