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GREENFELDER, MANDER, HANSON, MURPHY & DWYER

ATTORNEYS AT LAW

14217 THIRD STREET

DADE CITY, FLORIDA 33523

GLEN E. GREENFELDER
A. R. "CHIP" MANDER, III
T. PHILIP HANSON, JR.
DAVID J. MURPHY
DANIEL L. DWYER

April 10, 1997

352-567-0411

FAX: 352-567-7758

BROOKSVILLE 352-796-7900

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

100002141711--7
-04/14/97--01032--007
****122.50 ****122.50

Re: Scharber Flooring, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named corporation. Please file the original, certify and return the copy to our office.

Also enclosed is our check in the amount of \$122.50 for your fees for filing the Articles of Incorporation, Registered Agent Certificate, and for certifying the copy.

If you have any questions, please do not hesitate to contact me.

Sincerely,

GREENFELDER, MANDER, HANSON,
MURPHY & DWYER



David J. Murphy

DJM/mdw
Enclosures
cc: Mr. Johnny Scharber

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 14 AM 9:54

DJM 4/15

ARTICLES OF INCORPORATION
OF
SCHARBER FLOORING, INC.

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DIVISION OF CORPORATIONS
97 APR 14 AM 9:54

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is SCHARBER FLOORING, INC.

ARTICLE II - DURATION

This corporation will exist perpetually unless dissolved according to Florida law.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The principal office and mailing address of the corporation is 32111 Darby Road, Dade City, Florida 33525.

The name and address of the initial registered agent of this corporation is:

JOHNNY SCHARBER
32111 Darby Road
Dade City, Florida 33525

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1).

The name and address of the initial directors and officers of the corporation are:

President - Johnny Scharber
32111 Darby Road
Dade City, Florida 33525

Vice President/ - Colleen Scharber
Secretary 32111 Darby Road
Dade City, Florida 33525

ARTICLE VI - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is as follows:

JOHNNY SCHARBER
32111 Darby Road
Dade City, Florida 33525

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 9th day of April, 1997.

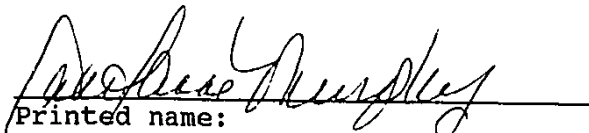

JOHNNY SCHARBER

STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHNNY SCHARBER, who is personally known to me, or has produced personally known as identification and known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation under oath.

IN WITNESS WHEREOF I have set my hand and seal in the State and County above this 9th day of April, 1997.


Printed name:
Notary Public

My Commission Expires:



CAROL ANNE MURPHY
Notary Public, State of Florida
Comm. Exp. Sept. 21, 1997
Comm. No. CC 317689

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

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That SCHARBER FLOORING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 32111 Darby Road, Dade City, Florida 33525, has named JOHNNY SCHARBER, whose address is 32111 Darby Road, Dade City, Florida 33525, as its agent to accept service of process within Florida.

DATED: 4/9/97

SIGNED: _____

Johnny Scharber
JOHNNY SCHARBER

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 14 AM 9:54

ACCEPTANCE

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned hereby agrees to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

DATED: 4/9/97

Johnny Scharber
JOHNNY SCHARBER
Registered Agent