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CHARLES A. DEHLINGER

ATTORNEY AT LAW

CERTIFIED FAMILY MEDIATOR

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Date: April 28, 1997

Secretary of State - Division of Corporations

New filings

P.O. Box 6327

Tallahassee, Fl. 32314

300002163923--9

-05/02/97--01106--011

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

Re: Filing of: STATE CARPET, INC.

Dear Sir or Madam:

Enclosed please find the above corporation for filing together with a money order for \$70. for filing and resident agent fees. We do NOT want a certified copy. Thank you.

Sincerely,



Charles A. Dehlinger

CAD/rm
Enclosure

FILED
97 MAY -2 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 5/7/97

FILED
97 MAY -2 AM 9 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STATE CARPET, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: STATE CARPET, INC.

ARTICLE II - NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is as follows:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands owned, held or occupied by the corporation, buildings or other structures, now or hereafter erected on any lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful, in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by this corporation.

(c) To carry on in any capacity any business or trade deemed legal in the State of Florida.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other or any character of business legal in the State of Florida.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

(i) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do; and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinafter set forth, except where otherwise specified in this Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses and in this Articles shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having a par value of \$ -0-. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is not specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is \$ 500.00.

ARTICLE V - TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be at: 6121 Cyril Avenue, Orlando, Florida 32809

The Board of Directors may from time to time designate such other address and place for the principal offices of this Corporation as it may see fit.

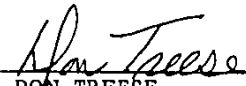
ARTICLE VII - RESIDENT AGENT

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

That STATE CARPET, 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 ORLANDO, County of FLORIDA has named DON TREESE located at 6121 Cyril Avenue, Orlando, Orange County, Florida, as it's agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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.



DON TREESE
RESIDENT AGENT

ARTICLE VIII - DIRECTORS

The corporation shall have ONE director(s) initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE IX - INITIAL DIRECTORS

The names and street addresses of the initial director(s) who shall hold office until their successor are elected and have qualified as are follows:

DON TREESE, 6121 Cyril Avenue, Orlando, Fl. 32809

ARTICLE X - SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares agreed to take and the value of consideration therefore are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT</u>
DON TREESE	6121 Cyril Avenue Orlando, Fl. 32809	100	\$100.00

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective on _____
the date of filing _____.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 28th day of April, 199 7.

Don Treeese (SEAL)
DON TREESE

(SEAL)

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, personally appeared DON TREESE, who produced a Florida Driver's License No. personally known as proper identification, who took an oath, and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he has read, understands and has executed these Articles for the purposes therein expressed.

WITNESS MY hand and seal in the County and State last aforesaid this 28th day of April, 199 7.

Charles A. Dehlinger
NOTARY PUBLIC
My commission expires _____



CHARLES A. DEHLINGER
My Commission CC298299
Expires Jun. 20, 1997
Bonded by HAI
800-422-1555

STATE
TALLAHASSEE, FLORIDA
97 MAY -2 AM 9:04

FILED