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P97000041397

June 15, 1999

Corporate Records Bureau
Division of Corporations
P O Box 6327
Tallahassee, Florida 32301

Dear Sirs:

I am sending to your office Articles of Incorporation and Amendment.

Pursuant to Florida Statutes, I am enclosing the following fees:

Filing of Amendment	\$35.00
Certified Copy	8.75
Filing of Articles	\$35.00
Certified Copy	8.75
Filing of Certificate for Resident Agent	35.00

TOTAL FEES \$78.75

Please return the Certified Copy to my office. Thank you for your assistance.

Sincerely,

Robert Wallace

Robert B. Wallace
Attorney at Law

RBW/dlc
Enclosures

NC
6-23-99
WWS

300002910083--8
-06/18/99-01072--008
****122.50 *****43.75

FILED
99 JUN 18 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MANDARIN CLEANING, INC.

FILED
99 JUN 18 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

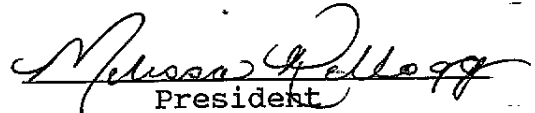
1. The Articles of Incorporation of Mandarin Cleaning, Inc., which were filed on February May 9, 1997, under document number P97000041397, are amended to read as follows:

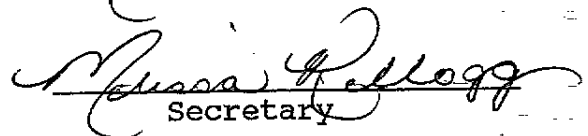
ARTICLE I. NAME

The name of this corporation is USA Carpets & Floors, Inc.

The foregoing amendment was adopted by the unanimous vote of the shareholders of this corporation on June 10, 1999, pursuant to F.S. 607.1003, the corporation having less than 35 shareholders.

IN WITNESS WHEREOF the undersigned president and secretary have executed these Articles of Amendment on June 10, 1999.


President


Secretary