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LAW OFFICES OF
GOULD, COOKSEY, FENNELL, FILED
O'NEILL & MARINE, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*FLA. BOARD CERTIFIED
CIVIL TRIAL LAWYER

October 24, 1997

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

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10-10/27/97--01045--006
10 ****122.50 ****122.50

RE: VERO FLOORING & INTERIORS, INC.

Gentlemen:

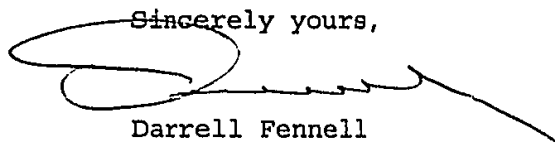
Enclosed please find an original and one copy of Articles of Incorporation for VERO FLOORING & INTERIORS, INC. which have been signed and notarized. Also enclosed is our check in the amount of \$122.50 representing payment of the following:

\$35.00	filing fee
52.50	certified copy
<u>35.00</u>	registered agent designation
\$122.50	

Please note that the date of incorporation is October 24, 1997, as contained in Article XVI of the charter.

After filing, please return to me one certified copy of the articles. Thank you.

Sincerely yours,



Darrell Fennell

DF/pp
Encs.

cc: Mr. and Mrs. William DeLange

P-Mail OCT 28 1997

ARTICLES OF INCORPORATION

OF

VERO FLOORING & INTERIORS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the proposed corporation shall be VERO FLOORING & INTERIORS, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be to engage in the business of retail sales and installation of carpeting, floor coverings, draperies, window coverings and other interior decorating products, to buy, sell, own, lease, rent or sublease buildings, parts of buildings, homes, manufacturing plants, hotels, motels and other types of improved property; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another services and tangible or intangible personal property of every nature and description; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another, real estate of every nature and description; to construct buildings and otherwise improve real estate and dedicate streets and other thoroughfares therein; to employ such persons, firms or corporations as may be reasonably necessary to assist in the business of the corporation and to otherwise engage in any activity or business permitted under the laws of the United States and of the State of Florida. The corporation shall also have the power to issue bonds, debentures or

obligations for any lawful purpose of the corporation and to secure the same by encumbering any or all of its property and to sell or otherwise dispose of any or all of such bonds, debentures or obligations, all in such manner and upon such terms as the directors may deem proper; and to lend and advance money or give credit to such persons and on such terms as the directors may deem expedient, and in particular to customers and others doing business with the corporation and to give, guarantee or become surety for any persons, to assist in the organization, development, financing and refinancing of other worthy business enterprises heretofore or hereafter carried on by any corporation, co-partnership, individual or individuals; to hold, vote and exercise all of the rights of holders and owners of stock of other corporations and to delegate to any of its officers the power to hold, vote and exercise all the rights of owners or holders of such stock; to exercise all the powers of any corporation, except as prohibited by law; to act as such agent, broker or factor in any lawful business for any party or parties; and to adopt and prescribe bylaws, rules and regulations appropriate for the transaction of the business of this corporation, either by the terms of this charter, by law in express terms, or by implication, and to amend the same; and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation; with all the powers

now or hereafter conferred by the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The amount of capital stock authorized for the corporation is a maximum of 1,000 shares of common stock having a par value of \$1.00 per share and which shall be issued as fully paid and non-assessable. The stock of this corporation shall be so assigned, issued and transferred only in accordance with such bylaws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the company.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series, as to that which such shareholder already holds, shall have the right to purchase the shareholder's prorata share thereof (as nearly as may be done without issuance of a fractional share) at the price at which it is offered to others.

ARTICLE V

The corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The street address of the initial registered office of the corporation is 616 Miracle Mile, Vero Beach, FL 32960, and the name of the initial registered agent of the corporation at that address is WILLIAM A. DeLANGE. The mailing address of the corporation is: Post Office Box 2614, Vero Beach, FL 32961.

ARTICLE VII

The principal place of business of the corporation is to be 616 Miracle Mile, Vero Beach, FL 32960, with the privilege of having branch offices at other places within or without the State of Florida as may be designated.

ARTICLE VIII

The number of persons constituting the Board of Directors and the method of election and appointment of Directors shall be as set forth in the Bylaws.

ARTICLE IX

The names and street addresses of the first Board of Directors of this corporation who, subject to the provisions of the certificate of Articles of Incorporation, the Bylaws and Florida Statutes, shall hold office for the first year of this corporation's existence or until their successors are chosen and have qualified, are as follows:

William A. DeLange
265 17th Avenue
Vero Beach, FL 32962

Mary A. DeLange
265 17th Avenue
Vero Beach, FL 32962

ARTICLE X

The names and street addresses of the subscribers of this certificate of Articles of Incorporation and the number of shares of stock which each agree to take are as follows:

William A. DeLange	100 shares
265 17th Avenue	
Vero Beach, FL 32962	

Mary A. DeLange	100 shares
265 17th Avenue	
Vero Beach, FL 32962	

ARTICLE XI

In furtherance, and not in limitation, of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

To make and alter the bylaws of the corporation;

To fix the amount to be reserved as working capital over and above the paid-in capital stock of this corporation;

To borrow money for the use of the corporation and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;

If the bylaws so provide, to designate two or more of its number to constitute an Executive Committee, which Committee shall, for the time being, as provided in said resolution or bylaws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its bylaws confer power upon its

directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by statute.

ARTICLE XII

In case of loss or destruction of a certificate of stock, no new certificate shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss or destruction and upon the giving of satisfactory security by bond or otherwise against loss to the corporation. Any such new certificate shall be plainly marked "duplicate" upon its face.

ARTICLE XIII

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are in, or is a director or officer, or are directors or officers of, such other corporation, and any director or directors individually or jointly may be a party or parties to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm or corporation, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to, or interested in, such contract, act or transaction or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or

any firm, association or corporation in which he may be in any way interested.

ARTICLE XIV

The corporation or the stockholders may include in their agreement between themselves the following as valid matters or agreement:

A. Any limitations or restraint upon the transferability, alienation or assignment of stock;

B. Any limitation or restraint upon the encumbrance or pledge of stock;

C. Any agreements conferring pre-emptive right of purchase upon stockholders as conditions precedent to the sale of any stock;

D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and

E. Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by bylaws of the corporation.

ARTICLE XV

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserved power.

ARTICLE XVI

The date when the corporate existence of this corporation shall commence is and shall be October 24, 1997. Said date being the date that these Articles of Incorporation are subscribed

and acknowledged.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purpose of joining together in forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, do hereby make, subscribe, acknowledge and file this certificate, and certifying that the facts herein stated are true, do hereby agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly have set our hands and seals at Vero Beach, Indian River County, Florida, this 24 day of October, 1997.

William A. DeLange (SEAL)
William A. DeLange

Mary A. DeLange (SEAL)
Mary A. DeLange

STATE OF FLORIDA
COUNTY OF INDIAN RIVER:

On this 24 day of October, 1997, personally appeared before me, a Notary Public of the State of Florida, William A. DeLange and Mary A. DeLange, parties to the foregoing certificate of Articles of Incorporation, and known to me personally as such, and acknowledged the said Certificate to be their act and deed, and that the facts therein stated are truly set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Vero Beach, Florida, on this the day and year last above written.



Doona H. Smith
MY COMMISSION # CC841579 EXPIRES
April 24, 2001
BONDED THROUGH TROY FAIR INSURANCE, INC.

(SEAL)

Doona H. Smith
Notary Public, State of Florida
My commission expires: _____
Commission No. _____

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept process for the corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

William A. De Lange.
William A. DeLange - Registered Agent
Date: October 24, 1997

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TALLAHASSEE, FLORIDA