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RALPH E. CUNNINGHAM, JR., RETIRED  
LAWRENCE E. ALBRITTON  
ROBERT K. MILLER

WILLIAM J. HEFFERNAN, JR.  
MICHAEL L. CRIMELLA  
SHARON I. HAMILTON

December 31, 1997

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

200002388372--9  
-01/02/98--01067--012  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

RE: THE CARPET GALLERY, INC.  
Our File No. 97-M-81

Dear Corporation Specialist:

Enclosed please find the original and one copy of the Articles of Incorporation for filing with the State of Florida, in regards to the above referenced new corporation.

Also enclosed is our check payable to the Secretary of State in the amount of \$122.50 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,



Ann Morgan  
Secretary to  
Robert K. Miller

/am  
Enclosures

FILED  
98 JAN -2 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
of  
THE CARPET GALLERY, INC.

**FILED**  
98 JAN -2 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME.

The name of this corporation is THE CARPET GALLERY, INC.

ARTICLE II - PURPOSE.

The corporation is organized for the purposes of conducting any and all lawful business enterprises permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK.

This corporation is authorized to issue one hundred (100) shares of stock having no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is: 2975 Overseas Highway, Marathon, FL 33050

The name of the initial registered agent of this corporation at that address is: ROBERT K. MILLER

ARTICLE V - BOARD OF DIRECTORS.

This corporation shall have three directors initially. The number of directors may be increased from time to time by the bylaws.

The name of the initial director is:

JENNY MORRIS

The address of the initial director is:

88665 OVERSEAS HIGHWAY  
TAVERNIER, FLORIDA 33070

ARTICLE VI - INCORPORATORS.

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

JENNY MORRIS  
88665 OVERSEAS HIGHWAY  
TAVERNIER, FLORIDA 33070

ARTICLE VII - CORPORATE OFFICE.

The corporate office of the corporation shall initially be located at:

88665 OVERSEAS HIGHWAY  
TAVERNIER, FLORIDA 33070

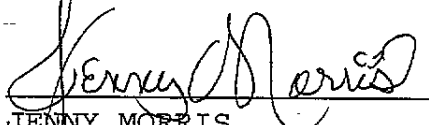
ARTICLE VIII - INDEMNIFICATION.

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this       day of 1997.

  
JENNY MORRIS  
Incorporator/ Director

STATE OF FLORIDA        )  
                                      ) SS:  
COUNTY OF MONROE     )

ACKNOWLEDGMENT

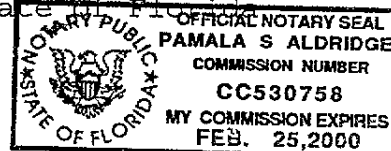
The foregoing instrument was acknowledged before me this 31<sup>st</sup>

day of December, 1997, by JENNY MORRIS, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 31<sup>st</sup> day of December, 1997.

Pamala S. Aldridge  
NOTARY PUBLIC, State of Florida

My commission expires:



CERTIFICATE

Designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served, in compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: THE CARPET GALLERY, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 88665 Overseas Highway, Tavernier, Florida 33070 has named ROBERT K. MILLER, ESQ., Post Office Box 500938; 2975 Overseas Highway; Marathon, Florida 33050 as its agent to accept service of process with Florida.

Jenny Morris  
JENNY MORRIS  
Incorporator/Director

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

W. I. Miller  
ROBERT K. MILLER  
Registered Agent

Dated:

FILED  
98 JAN -2 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA