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TERRY T. NEAL, P.A.

ATTORNEY AT LAW

January 29, 1998

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: CARPET SHACK OF FRUITLAND PARK, INC.

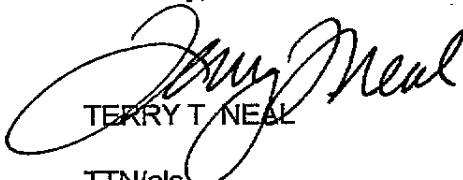
Gentlemen:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is this firm's trust account check in the amount of \$122.50 which represents the filing fee, resident agent fee and fee for one certified copy of the Articles of Incorporation. Enclosed is a self-addressed, stamped envelope for your use in furnishing me a certified copy of the Articles.

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

Sincerely,


TERRY T. NEAL

TTN/als
Enclosures

Corporations\SecretaryState\Letter

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -4 AM 7:55

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ARTICLES OF INCORPORATION
OF
CARPET SHACK OF FRUITLAND PARK, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607,
Florida Statutes.

ARTICLE I

NAME

The name of the corporation is CARPET SHACK OF FRUITLAND PARK, INC.,
and its principal place of business is 36136 Pinetree Street, Fruitland Park, Fla. 34731,
with a mailing address of 36136 Pinetree Street, Fruitland Park, Fla. 34731.

ARTICLE II

GENERAL PURPOSE

The general purpose or purposes for which the corporation is organized is the
transaction of any or all lawful business for which corporations may be incorporated
under Chapter 607, Florida Statutes.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have the
authority to issue is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall begin its existence on the day these Articles of Incorporation are filed by the Secretary of State of the State of Florida, and shall exist perpetually.

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent of this corporation and the initial registered office are:

PHILIP H. MINNICK
36136 Pine Tree Street
Fruitland Park, Fla. 34731

ARTICLE VI

MANAGEMENT

Pursuant to the provisions of Section 607.0801(3), Florida Statutes, the business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors.

ARTICLE VII

OFFICERS

The names and mailing addresses of each of the officers of the corporation are:

President: Philip H. Minnick
36136 Pine Tree Street
Fruitland Park, Fla. 3473

Vice President: James L. Coon
7055 Talbot Drive
Orlando, Fla. 32819

Secretary: Stephen Coon
5907 Luzon Drive
Orlando, Fla. 32819

Treasurer: Michael T. Adkins
36126 Pine Tree Street
Fruitland Park, Fla. 34731

ARTICLE VIII

INCORPORATORS

The name and address of the incorporator is:

Name

Address

Philip H. Minnick
36136 Pine Tree Street
Fruitland Park, Fla. 34831

ARTICLE IX

AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law

ARTICLE X

BYLAWS

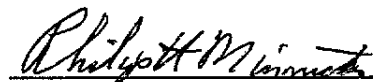
The power to adopt, amend or repeal the Bylaws shall be reserved to the shareholders of this corporation.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of January, 1998.

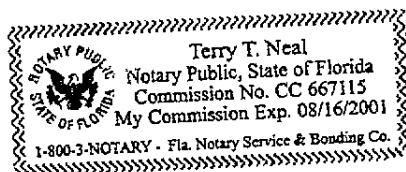

Philip H. Minnick

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared PHILIP H. MINNICK, personally known to me to be the person described in or who produced _____ as identification, and who executed the foregoing document and who acknowledged before me that he executed the same for the uses and purposes set forth therein.

WITNESS my hand and official seal in the State and County last aforesaid this 20th day of January, 1998.



Terry T. Neal
Signature of Notary

Print Name of Notary
NOTARY PUBLIC, STATE OF FLA.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the place designated in these Articles of Incorporation, 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.

Philip H. Minnick
Philip H. Minnick
Registered Agent