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ACCOUNT NO. : 072100000032

REFERENCE : 704058 80323A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 12 PM 1:51

ORDER DATE : February 12, 1998

ORDER TIME : 10:08 AM

ORDER NO. : 704058-005

CUSTOMER NO: 80323A

CUSTOMER: Sharon Lapointe, Legal Asst
OSCEOLA PARALEGAL SERVICES,
INC.
17 South Orlando Avenue

Kissimmee, FL 34741

RECEIVED
98 FEB 12 AM 10:50
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: HERRING CARPETS, INC.

EFFECTIVE DATE:

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****122.50 ****122.50

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

g 2/15/98

**ARTICLES OF INCORPORATION
OF
HERRING CARPETS, INC.**

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**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be: HERRING CARPETS, INC., the principal place of business of this corporation shall be 3107 13TH STREET, ST. CLOUD, FLORIDA 34769.

**ARTICLE II
NATURE OF THE BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida, the United States or any other state, country, territory or nation.

**ARTICLE III
TERM OF EXISTENCE**

This corporation shall have perpetual existence, commencing on the date of filing of these Articles in the office of the Secretary of State, for the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares with each share having a par value of \$1.00 per share.

**ARTICLE V
REGISTERED AGENT IN INITIAL REGISTERED OFFICE**

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be: KATHLEEN M. FOUST, 17 S. Orlando Ave., Kissimmee, FL 34741.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

**ARTICLE VI
BOARD OF DIRECTORS**

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

**ARTICLE VII
INITIAL DIRECTORS**

The name of the initial directors of this corporation and their street address is/are:

ROBERT P. HERRING
526 EMMETT STREET
KISSIMMEE, FL 34741

RUSSELL P. HERRING
435 COLUMBIA AVE.
ST. CLOUD, FL 34769

The person named as initial director shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE VIII
INITIAL OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

ROBERT P. HERRING
3107 13TH STREET
ST. CLOUD, FL 34769

President

RUSSELL P. HERRING
3107 13TH STREET
ST. CLOUD, FL 34769

Vice President

**ARTICLE IX
INCORPORATOR**

The names and street addresses of the persons signing these Articles of Incorporation as incorporators are:

RUSSELL P. HERRING
3107 13TH STREET
ST. CLOUD, FL 34769

**ARTICLE X
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 at least a majority of the stock entitled to vote, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

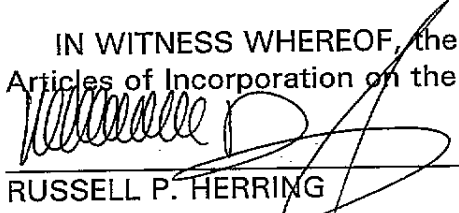
ARTICLE XI PREEMPTIVE RIGHTS

Every shareholder upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE XII BY-LAWS

The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on the 10 day of February, 1998.

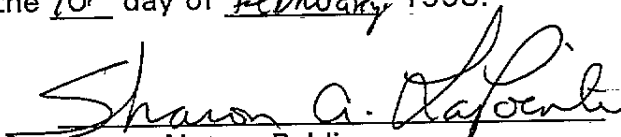

RUSSELL P. HERRING

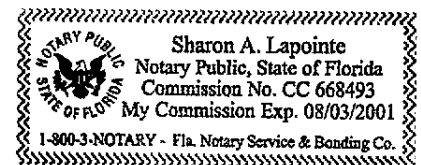
STATE OF FLORIDA :
COUNTY OF OSCEOLA :

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DIVISION OF CORPORATIONS
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BEFORE ME, a notary public, personally appeared Stephen R. Bertrand to me known to be the person described as incorporator and executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to these Articles of Incorporation on the 10th day of February 1998.

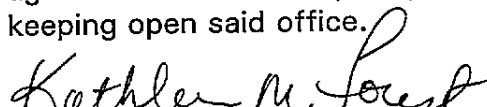
(NOTARY SEAL)


Notary Public
State of Florida at Large
My Commission Expires:



ACCEPTANCE OF DESIGNATION

Having been designated as registered agent for the above- named corporation to accept service of process at the address below, I hereby accept said designation and agree to act in this capacity and to comply with the revisions of said act relative to keeping open said office.


RESIDENT AGENT