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HOWITT & ASSOCIATES, INC.
ACCOUNTING & TAX SERVICE
441 S STATE RD 7 # 15
MARGATE, FL. 33068

August 07, 1998

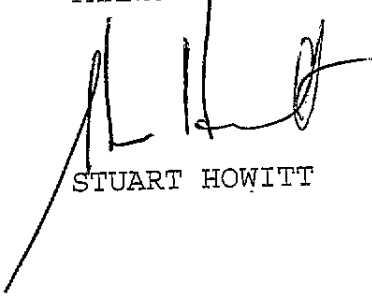
DIVISION OF CORPORATIONS
AMENDMENT SECTION
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

DEAR SIR,

ENCLOSED IS AN AMENDMENT TO THE CREATIVE, INC. CORPORATION
IN REFERENCE TO THE NAME OF THE CORPORATION, AS WELL AS A
CHECK FOR \$35.00 TO COVER THE FILING FEE.

PLEASE RETURN A COPY TO ME AT THE ABOVE ADDRESS SO THAT I MAY
ADVISE MY CLIENT AND HAVE A COPY FOR THE RECORDS. SHOULD YOU
HAVE ANY QUESTIONS, FEEL FREE TO CONTACT ME.

THANK YOU FOR YOUR ASSISTANCE,


STUART HOWITT

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-08/13/98--01057--016
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FILED
98 AUG 13 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC

TLL AUG 18 1998

AMENDMENT NO. 1

TO THE ARTICLES OF INCORPORATION OF
CREATIVE, INC.

FILED
98 AUG 13 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CREATIVE, INC. a Florida Corporation, under its corporate seal and the hands of its President, hereby certifies that:

Upon the proposal of the Board of Directors of the corporation, the following resolution was duly and unanimously adapted by the Board of Directors and by all holders of the outstanding shares of common stock of the corporation, being all holders of authorized and issued stock of the corporation, by written instrument dated August 07, 1998, to wit.

Resolved that, effective on the date of filing with the Secretary of State, State of Florida, the Articles of Incorporation of CREATIVE, INC. which were approved and filed in the office of the Secretary of State, State of Florida, on July 21, 1998 be amended by striking Article I of the Articles of Incorporation which presently reads as follows:

ARTICLE I. NAME OF THE CORPORATION

The name of the corporation shall be:

CREATIVE, INC.

And by substituting therefor the following:

ARTICLE I. NAME OF THE CORPORATION

The name of the corporation shall be:

CREATIVE LIVING IN CARPET, INC.

IN WITNESS WHEREOF, said Corporation has caused the Amendment No. 1 to be signed in its name by its President this 7th day of August, 1998.

(Corporate Seal)

By *David P. Elmer*
PRESIDENT

Witness *Heavena Saldana*

STATE OF FLORIDA)

SS

COUNTY OF BROWARD)

I HEREBY CERTIFY, that on the 7th day of August, 1998, the foregoing Amendment No. 1 to the Articles of Incorporation of CREATIVE, INC. was acknowledged before me.

My Commission Expires:

PERSONALLY KNOWN BY ME.

Stuart Howitt
Notary Public



STUART HOWITT
My Commission CQ515291
Expires Jan. 16, 2000