

LAW OFFICES

Paul A. Gore, P.A.

MEMBER OF FLORIDA & WASHINGTON BARS

800 WEST CYPRESS CREEK ROAD
SUITE 528
FORT LAUDERDALE, FL 33309

TELEPHONE 954/491-2244
FAX NUMBER 954/491-0015

July 29, 1998

File #98-120

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

200002603632--5
-07/31/98--01015--010
****122.50 ****122.50

Re: American Carpet Recycling, Inc.

Gentlemen;

Enclosed is an original and one copy of the Articles of Incorporation and an original Designation of Registered Agent for the above-referenced corporation and a check in the amount of \$122.50 to cover the following items:

1. Filing Fees \$70.00
2. Certified Copy of the Articles of Inc. \$52.50

Please return the certified copy to our office in the envelope provided. If possible please fax the stamped filed articles of incorporation showing the date of filing to (954) 491-0015.

Sincerely,

Carol A. Zeglen

Carol A. Zeglen
Legal Assistant

Enclosures

GAVE
AUTHORIZATION BY PHONE TO
CORRECT art 6
DATE 8/5/98
DOC. EXAM TA

FILED
98 JUL 31 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-8/5/98

ARTICLES OF INCORPORATION
OF
AMERICAN CARPET RECYCLING, INC.

FILED
98 JUL 31 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is **AMERICAN CARPET RECYCLING, INC.**

ARTICLE II - TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when the Articles are received in the office of the Secretary of State.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is seven thousand five hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - ADDRESS

The street address of the initial registered office of the corporation is 2910 N. W. 28th St., Bldg 10, Lauderdale Lakes, FL 33311 and the name of its initial registered agent at such address is David Price. The Principal & Registered office is the same location.

ARTICLE VII - DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is One. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME	ADDRESS
David Price	5350 N. W. 84th Terrace, Coral Springs, FL 33067

ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS
David Price	5350 N. W. 84th Terrace, Coral Springs, FL 33067

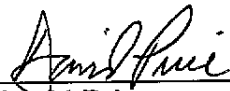
ARTICLE IX - BYLAWS

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

ARTICLE X - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation, this 29 day of July, 1998.



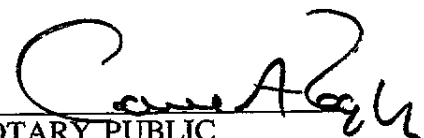
David Price
Subscriber

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared DAVID PRICE to me known and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 29th day of July, 1998.



NOTARY PUBLIC

My Commission Expires:



Carol A. Zeglen
MY COMMISSION # CC756917 EXPIRES
July 28, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

**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, that AMERICAN CARPET RECYCLING, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of Lauderdale Lakes, State of Florida has named David Price located at 2910 N. W. 28th St., Bldg 10, Lauderdale Lakes, Florida 33311 as its agent to accept service of process within Florida.

David Price

David Price
7/29/98

Date

98 JUL 31 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Having been named to accept service of process for the above 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.

David Price

David Price
Resident Agent
7/29/98

Date