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FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735
(850)561-1025

FAX #:

NAME: FLOORS & MORE OF BOCA, INC. AUDIT NUMBER.....H98000014827 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FLOORS & MORE OF BOCA, INC.**

The undersigned, for the purposes of forming a corporation pursuant to the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is: FLOORS & MORE OF BOCA, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation by the Department of State.

ARTICLE III

PURPOSES

This corporation is organized for the purposes of transacting any and all lawful business.

PREPARED BY:

HENRY R. ENSLER, ESQ.
1200 N. Federal Hwy., Ste. 200
Boca Raton, Florida 33432
(561)362-1170
F.B.N. 949124

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ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata 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

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1200 NORTH FEDERAL HIGHWAY, SUITE 200, BOCA RATON, FLORIDA 33432, and the name of the initial registered agent of this corporation at such address is HENRY R. ENSLER, ESQ.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may either be increased or diminished from time to time in a manner provided by the bylaws of the corporation but shall never be less than one. The initial director(s) of this corporation shall be:

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JOHN BACK 555 N. Federal Highway, Boca Raton, Fl 33432.
MICHAEL Cwik 555 N. Federal Highway, Boca Raton, Fl 33432.
GARY ABBATE 555 N. Federal Highway, Boca Raton, Fl 33432.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator signing these Articles is:

HENRY R. ENSLER, ESQ. 1200 North Federal Hwy.,
Ste. 200, Boca Raton, Fl 33432.

ARTICLE IX

PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be: 555 North Federal Highway, Boca Raton, Fl 33432.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 Incorporator has executed these Articles of Incorporation this 10th day of August, 1998.

1198000014827

Henry R. Ensler
HENRY R. ENSLER, ESQ.
Incorporator

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 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT FLOORS & MORE OF BOCA, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED HENRY R. ENSLER, ESQ., AT: 1200 N. Federal Hwy., Ste. 200, Boca Raton, Florida 33432, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Henry R. Ensler
HENRY R. ENSLER, ESQ.
August 10th 1998
DATED

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. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Henry R. Ensler
HENRY R. ENSLER, ESQ..
Registered Agent
August 10th 1998
DATED

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TALLAHASSEE, FLORIDA