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KENNETH B. WHEELER, LL.M. TAX, P.A.

ATTORNEYS AND COUNSELORS AT LAW

PRACTICE LIMITED TO WEALTHCARE<sup>SM</sup>

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OF COUNSEL  
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September 25, 1998

Division of Corporations  
Florida Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32301

Re: CONVENTION CARPET SERVICES, INC.

400002652154--8

-09/30/98--01037--006

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced Corporation. Also enclosed is our firm check in the amount of \$70.00 for the filing fees.

Please return the copy with the filing information stamped thereon in the envelope provided.

If you have any questions regarding this matter, please do not hesitate to contact this office.

Sincerely,

KENNETH B. WHEELER, LL.M. TAX, P.A.

*Vickie L. Parker*

Vickie L. Parker

Legal Assistant to

Kenneth B. Wheeler, Esq.

/vlp  
Enclosures

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

98 SEP 30 PM 2:23

FILED

9-30-98

**ARTICLES OF INCORPORATION**  
**OF**  
**CONVENTION CARPET SERVICES, INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I**  
**NAME**

The name of this Corporation shall be:

CONVENTION CARPET SERVICES, INC.

**ARTICLE II**  
**DURATION**

The Corporation shall exist perpetually until dissolved according to law.

**ARTICLE III**  
**NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV**  
**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$0.10 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

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TALLAHASSEE, FLORIDA

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

207 Alydar Court  
Orlando, FL 32824

The name of the initial registered agent of this Corporation at that address shall be:

LAURIE A. HOLMES

**ARTICLE VI  
BOARD OF DIRECTORS**

The members of the First Board of Directors shall hold office until their respective successors are elected and qualified as provided in the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Corporation.

The business of this Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of two (2) members. The names and street addresses of the members of the first Board of Directors are:

| <u>Name</u>       | <u>Street Address</u>                 |
|-------------------|---------------------------------------|
| LAURIE A. HOLMES  | 207 Alydar Court<br>Orlando, FL 32824 |
| CHARLES J. HOLMES | 207 Alydar Court<br>Orlando, FL 32824 |

**ARTICLE VII  
INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

RICHARD D. BAXTER  
1155 Louisiana Avenue, Suite 100  
Winter Park, FL 32789

**ARTICLE VIII  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the corporation is located at:

207 Alydar Court  
Orlando, Florida 32824

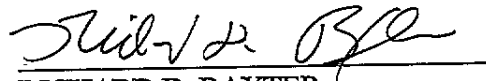
The mailing address of the corporation is:

207 Alydar Court  
Orlando, Florida 32824

**ARTICLE IX  
INDEMNIFICATION**

This Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter, including, but not limited to, Section 607.0850 of the Florida Statutes.


IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Park, Florida, for the uses and purposes aforesaid, this 25<sup>th</sup> day of September, 1998.

  
RICHARD D. BAXTER  
Incorporator

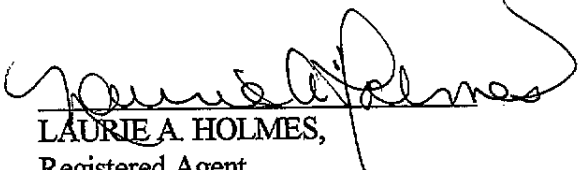
**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT  
CONVENTION CARPET SERVICES, INC.**

FILED  
98 SEP 30 PM 2:23  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute, CONVENTION CARPET SERVICES, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at Orange County, Florida, has named LAURIE A. HOLMES located thereat as its registered agent to accept service of process within this state.

By:   
RICHARD D. BAXTER,  
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:   
LAURIE A. HOLMES,  
Registered Agent