

P99008011400

W. H. McAnnally IV
Attorney at Law
Sunshine State Federal S & L Bldg.
420 W. Brandon Blvd., Suite 202
Brandon, FL 33511
(813) 653-0772



Department of State
Division of Corporations
Corporate Records Bureau
409 E. Gaines St.
Tallahassee, Florida 32399

January 27, 1999

Re: DALTON CARPET OUTLET, INC.

300002761513--4
-02/02/99--01038--002
*****70.00 *****70.00

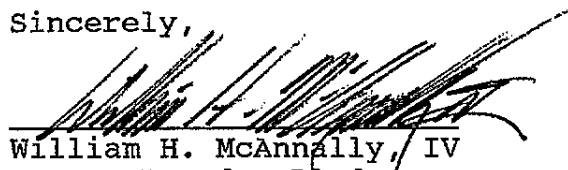
Dear Clerk,

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

Filing Fee	\$35.00
Registered agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a non-certified copy to the undersigned.

Sincerely,


William H. McAnnally, IV
420 W. Brandon Blvd.
Suite 202
Brandon, FL 33511
(813) 653-0772

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 2 PM 4:43

2-4
11

ARTICLES OF INCORPORATION
OF
DALTON CARPET OUTLET, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -2- PM 4:44

ARTICLE I - NAME

The name of this corporation shall be:

DALTON CARPET OUTLET, INC.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be: 11049 State Road 52, Hudson, FL 34669. The initial Registered Agent of this corporation at such office, shall be OSCAR A. JETER, who upon accepting this designation agrees to comply with the

provisions of Section 48.091, Florida Statutes, as amended from time-to-time with respect to keeping an office open for service of process.

ARTICLE VI
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation shall be: 11049 State Road 52, Hudson, FL 34669.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time-to-time by vote of the Shareholders as set out in the By-Laws. The names and addresses of the initial Board is:

NAME	ADDRESS
OSCAR A. JETER	11049 State Road 52 Hudson, FL 34669
MICKI S. JETER	11049 State Road 52 Hudson, FL 34669

ARTICLE VIII - INCORPORATORS

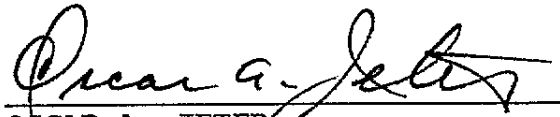
The name and address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
OSCAR A. JETER	11049 State Road 52 Hudson, FL 34669
MICKI S. JETER	11049 State Road 52 Hudson, FL 34669

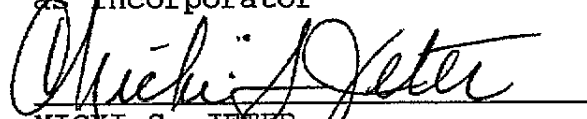
ARTICLE IX
AMENDMENT OF ARTICLES

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 Incorporator has executed these Articles of Incorporation, this 27th day of January, 1999.



OSCAR A. JETER,
as Incorporator



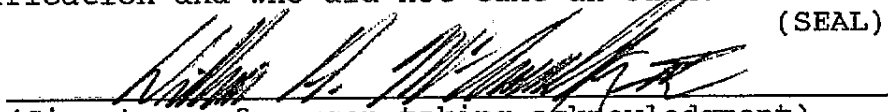
MICKI S. JETER,
as Incorporator



OSCAR A. JETER,
as Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of DALTON CARPET OUTLET, INC., was acknowledged before me this 27th day of January, 1999, by OSCAR A. JETER and MICKI S. JETER, as incorporators, who are personally known to me or who have produced Florida driver's license as identification and who did not take an oath.



(Signature of person taking acknowledgment) (SEAL)

William H. McAnnally, IV

(Printed Name of officer taking acknowledgment)

NOTARY PUBLIC

(Title or rank)

CC516718

(Serial number, if any)



WILLIAM H MCANNALLY, IV
My Commission CC516718
Expires Dec. 06, 1999

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING REGISTERED OFFICE
AND REGISTERED AGENT (AND RESIDENT AGENT)

Pursuant to applicable Florida Statutes, the following is submitted:

That DALTON CARPET OUTLET, INC., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the ARTICLES OF INCORPORATION at 11049 State Road 52, Hudson, FL 34669, has named OSCAR A. JETER, as its Registered Agent.

ACKNOWLEDGMENT

Having been named Registered Agent for the above-stated corporation as designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


OSCAR A. JETER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -2 PM 4:44