

P99000014285



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 395392

AUTHORIZATION :

COST LIMIT : \$ 105.00

ORDER DATE : October 1, 1999

ORDER TIME : 1:14 PM

ORDER NO. : 395392-005

CUSTOMER NO: 6519A

400003003254--0

CUSTOMER: Douglas Bowdoin, Esq
Smith Mackinnon Greeley
P. O. Box 2254

Orlando, FL 32802-2254

ARTICLES OF MERGER

SPECIALTY FLOORING
CONTRACTORS, INC.

INTO

FLOORMAX, INC.

FILED
99 OCT - 1 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

merger

S. PAYNE OCT 6 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

SPECIALTY FLOORING CONTRACTORS, INC., a FL corp., P95000056412

SPECIALTY FLOORING CONTRACTORS, INC., a FL corp., P97000033706

INTO

FLOORMAX, INC., a Florida entity, P99000014285.

File date: October 1, 1999

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 105.00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 4, 1999

CSC
Attn: Mimi Stephens
Tallahassee, FL

SUBJECT: FLOORMAX, INC.
Ref. Number: P99000014285

We have received your document for FLOORMAX, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The merger document consists of two merging corporations and one merging corporation. The fee to file this merger is \$105. Please issue another cover sheet for the filing fee of \$105.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 799A00048016

RESUBMIT

Please give original
submission date as file date.

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 OCT -5 PM 4:38

RECEIVED

ARTICLES OF MERGER

FILED

99 OCT -1 PM 12:48

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Florida corporations adopt the following Articles of Merger for purposes of merging Specialty Flooring Contractors, Inc., and Deck-All Floor Systems, Inc., into Floormax, Inc., all of which are Florida corporations: (Survivor)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The terms of the Plan of Merger are that Specialty Flooring Contractors, Inc., and Deck-All Floor Systems, Inc., are hereby merged into Floormax, Inc., with Floormax, Inc., issuing (a) one thousand shares of Floormax, Inc., common stock for each share of Specialty Flooring Contractors, Inc., common stock outstanding on the date of such merger, and (b) one thousand shares of Floormax, Inc., common stock for each share of Deck-All Floor Systems, Inc., common stock outstanding on the date of such merger. The surviving corporation shall be named:

Floormax, Inc.

2. Article III of the Articles of Incorporation of Floormax, Inc., is amended to read:

"The total number of shares of stock of all classes which this corporation shall have authority to issue is 10,000,000, all of which shall be common stock with a par value of \$.001 per share (hereinafter called "Common Stock").

The Common Stock may be issued from time to time upon the resolution or resolutions providing for the issue of such shares adopted by the Board of Directors. Each outstanding share of Common Stock shall have one vote.

Each share of Common Stock outstanding at the time the Articles of Incorporation are amended to provide for the authorization to issue 10,000,000 shares of Common Stock (the "amendment date"), shall become 1,000 shares of Common Stock. Each holder of record of shares of Common Stock on the amendment date shall be provided with a certificate representing 1,000 shares of Common Stock in exchange for each share of Common Stock held by such holder on the amendment date and the certificates representing shares previously issued shall be canceled."

Except as amended hereby, the original Articles of Incorporation of Floormax, Inc., shall remain the same.

3. The merger shall be effective at 12:01 a.m. on October 1, 1999.

4. The Plan of Merger and these Articles of Merger were unanimously approved by all of the shareholders of each of the three corporations and were unanimously

FILED


99 OCT -1 PM 12:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

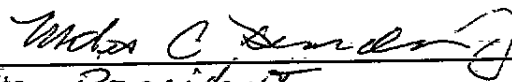
approved by the board of directors of each of the three corporations in accordance with the applicable provisions of Sections 607.1003 and 607.1103 of the Florida Business Corporations Act, all on September 27, 1999.

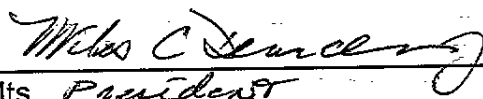
IN WITNESS WHEREOF, the officers of the undersigned corporations have executed these Articles of Merger on the 27th day of September, 1999.

SPECIALTY FLOORING
CONTRACTORS, INC.

By 
Its PRESIDENT
Dan Conybear

DECK-ALL FLOOR SYSTEMS, INC.

By 
Its President
Miles C. Dearden
FLOORMAX, INC.

By 
Its President
Miles C. Dearden