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FILED

BNH Carpet Care, Inc.  
214 E. Tarpon Blvd.  
Port Charlotte, FL 33952

99 MAR 15 PM 1:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 5, 1999

400002806884-4  
-03/15/99-01158-016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation

Dear Sir or Madam:

Please find attached two copies of the Articles of Incorporation for BNH Carpet Care, Inc. I have enclosed a check for \$78.75, made payable to the Florida Dept. of State, which represents the appropriate filing fees and certified copy costs. Please return one 'date filed' copy of the Articles to the corporate address at your earliest convenience.

Thank you for your attention to this matter. I may be reached with questions or comments at (941) 629-6821.

Sincerely,  
*Basim N. Hishmeh*

Basim N. Hishmeh  
President

Enclosures

PLH  
3/19/99 ✓

**ARTICLES OF INCORPORATION  
OF  
BNH CARPET CARE, INC.**

**FILED**

99 MAR 15 PM 1:25

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLES I - NAME**

The name of this corporation is BNH CARPET CARE, INC.

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing on the date these Articles of Incorporation are filed.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting business in the field of flooring substances service and sales, or any other lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,  
AND CORPORATE ADDRESS**

The street address of the initial registered agent of this corporation shall be:

214 East Tarpon Blvd., Port Charlotte, FL 33952

The name of the original registered agent of this corporation at that address shall be:

Basim N. Hishmeh

The street address of the corporate offices shall be:

214 East Tarpon Blvd., Port Charlotte, FL 33952

**ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS**

A. The corporation shall have one (1) director initially. The number of directors may either be increased or decreased from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial director and officer of this corporation:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Basim N. Hishmeh	214 East Tarpon Blvd. Port Charlotte, FL 33952	President/Secretary/ Treasurer/Director

## **ARTICLES VII - INCORPORATOR**

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Basim N. Hishmeh	214 East Tarpon Blvd., Port Charlotte, FL 33952

## **ARTICLE VIII - BY-LAWS**

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE IX - PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he/she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him/her to exercise his/her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation with thirty (30) days of receipt of notice from the corporation.

## **ARTICLE X - AMENDMENT**

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 has executed these Articles of Incorporation this 11<sup>th</sup> day of March, 1999.

Basim N. Hishmeh  
Basim N. Hishmeh

NOTARY CERTIFICATION:

(STATE OF FLORIDA)

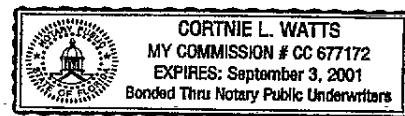
(COUNTY OF Charlotte)

BEFORE ME the undersigned authority, personally appeared Basim N. Hishmeh, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged that she subscribed the said instrument for the uses and purposes set forth therein. The subscriber is personally known to me OR was identified by me as follows: Florida Drivers License (did)/(did not) take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of March, 1999.

Cortnie L. Watts  
Notary Public

My commission expires: Sept 3, 2001



**CERTIFICATE OF DESIGNATION**

**FILED**

**REGISTERED AGENT/REGISTERED OFFICE** 9 MAR 15 PM 1:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: BNH CARPET CARE, INC.
2. The name and address of the registered agent and office is:

Basim N. Hishmeh  
214 East Tarpon Blvd.  
Port Charlotte, FL 33952

Date: March 11, 1999

Basim N. Hishmeh  
Basim N. Hishmeh

**ACCEPTANCE**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.