

TRANSMITTAL LETTER

799000076603

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

EFFECTIVE DATE
8-16-99

500002966395-7
-08/23/99-01037-002
*****78.75 *****78.75

SUBJECT:

Floor Gallery, Inc.

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Harvey Kramer
Name (Printed or typed)

552 Stanley's Cay
Address

Vero Beach, FL 32966
City, State & Zip

(561) 794-0523
Daytime Telephone number

99 AUG 23 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NOTE: Please provide the original and one copy of the articles.

FILED
99 AUG 23 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLOOR GALLERY, INC.

The undersigned, does hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE I

NAME - The name of this corporation is:

FLOOR GALLERY, INC.

ARTICLE II

PRINCIPAL OFFICE - The principal place of business and mailing address of this corporation shall be:

2124 58th Avenue
Vero Beach, FL 32966

ARTICLE III

TERM OF EXISTENCE - This corporation is to have perpetual existence. The time of the commencement of the corporate existence shall be August 16, 1999.

ARTICLE IV

GENERAL PURPOSE OF CORPORATION - The general purpose of the corporation and the nature of the businesses to be transacted by this corporation are as follows.

- (1) To engage in every aspect and phase of the retail distribution of commercial and household floor covering and other services related to the conduct of such business.
- (2) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, or cemetery association, cooperative association, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.
- (3) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.
- (4) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporation property or other instruments to secure the payment of corporate indebtedness as required.

- (5) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (6) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- (7) To such extent as a corporation organized under the General Corporation Law of this State may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its properties; any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the General Corporation Law of this State or under any Act Amendatory thereof, supplemental thereto, or in substitute thereof.

ARTICLE V

CAPITAL STOCK - The maximum number of shares of stock of this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000.00) shares of common stock having a nominal or par value of \$1.00. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or in property, labor, or services at a just valuation to be fixed by the Directors.

ARTICLE VI

ADDRESS AND AGENT - The name and Florida street address of the initial registered agent of this corporation is Mr. Harvey Kramer who resides at 552 Stanleys Cay, Vero Beach, Florida 32966.

The street address of the initial registered office of the corporation is 2124 58th Avenue, Vero Beach, Florida 32966.

ARTICLE VII

DIRECTORS - This corporation shall have not less than one (1), nor more than five (5) Directors, initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders. The initial Board of Directors shall consist of two (2) Directors, and the names and addresses of the persons who are to serve as such initial Directors are as follows:

Harvey Kramer
552 Stanleys Cay
Vero Beach, Florida 32966

Michael Kramer
1361 30th Avenue
Vero Beach, Florida 32966

ARTICLE XIII

STOCK - The stock of this corporation may be issued pursuant to a plan as contemplated by Section 1244 of the Internal Revenue Code of 1954, as amended, and the Directors, Officers and Stockholders of the Corporation are authorized to adopt such a plan.

ARTICLE IX

AMENDMENT - These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors and proposed by them to the Shareholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. The Shareholders may amend the Articles of Incorporation without an act of the Directors at a meeting for which notice of the changes to be made is given.

ARTICLE X

INCORPORATOR - The name and address of the incorporator of this corporation is as follows:

Harvey Kramer
552 Stanleys Cay
Vero Beach, Florida 32966

Harvey Kramer
Signature/Incorporator

8/17/99
Date

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.

Harvey Kramer
Signature/Registered Agent

8/17/99
Date

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TALLAHASSEE, FLORIDA