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August 26, 1999

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08/30/99-01090-018 1
***122.50 ***78.75

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Carpet Kingdom, Inc.

Dear Sir:

Enclosed, please find the original plus one copy of the Articles of Incorporation in the above-titled business entity for filing along with our check in the amount of \$122.50 for the costs of filing the Articles and the designation of Registered Agent as well as issuing the certified copy. Once the Articles have been stamped in, please return the certified copy to this office.

Your prompt attention to this matter is greatly appreciated.

Sincerely,



Kathryn M. O'Brien, Esquire

KOB:llm

Enclosure

FILED
99 AUG 30 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
CARPET KINGDOM, INC.
A Florida Corporation**

FILED
99 AUG 30 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: CARPET KINGDOM, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is: any and all activity or business permitted under the laws of the United States and the State of Florida, including but not limited to wholesale and retail sales, service and installation of home furnishing materials including carpet and tile and other floor and wall coverings.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock with a par value of \$1.00.

ARTICLE IV

The corporation is to exist perpetually.

ARTICLE V

The initial post office address of the principal office of this corporation in the State

of Florida is: CARPET KINGDOM, INC., 102 South Comet Avenue, Clearwater, FL 33765.

ARTICLE VI

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stock holders.

ARTICLE VII

The names and post office address of the first Board of Directors is:

Lisa Michelle Mahoney
102 South Comet Avenue
Clearwater, FL 33765

ARTICLE VIII

The street address of the initial registered office of the corporation shall be 102 South Comet Avenue, Clearwater, FL 33765 and the name of the initial registered agent of the corporation is Lisa Michelle Mahoney.

ARTICLE IX

The corporation share have the right of first refusal to purchase the shares of stock of any shareholder before it is offered for sale or transfer to others, including but not limited to existing shareholders and or their spouses, heirs and beneficiaries.

ARTICLE X

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done

without issuance of fractional shares) at the price at which it it offered to others.

ARTICLE XI

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

The name and address of the Incorporator signing these articles is:

Lisa Michelle Mahoney
102 South Comet Avenue
Clearwater, Florida 33765

IN WITNESS WHEREOF, the undersigned Incorporators have executed these

Articles of Incorporation on the 26th day of August, 1999.

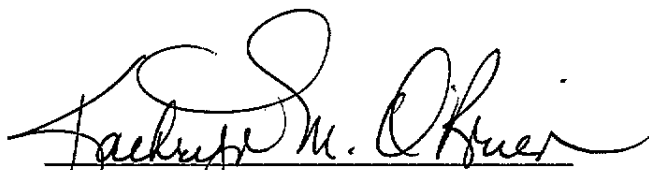

Lisa Michelle Mahoney

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State

and County set forth above, personally appeared Lisa Michelle Mahoney who produced as identification A. Driver License M500533746460 and who is known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 26th day of August, 1999.



KATHRYN M. O'BRIEN, Notary Public

My Commission Expires:

Commission No.:



Kathryn M. O'Brien
MY COMMISSION # CC850721 EXPIRES
June 29, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

REGISTERED AGENT CERTIFICATE

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

CARPET KINGDOM, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in its Articles of Incorporation, at 102 South Comet Avenue, Clearwater, FL 33765 has named Lisa Michelle Mahoney at 102 South Comet Avenue, Clearwater, FL 33765 as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-styled corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the said Act relative to keeping open said office.

Lisa Michelle Mahoney
LISA MICHELLE MAHONEY

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared Lisa Michelle Mahoney, known to me personally and known to be the person described in and who executed the foregoing instrument and she acknowledged to and before me that she executed the said instrument for the purposes therein expressed.

WITNESS MY hand and seal this 26th day of August, 1999.

Kathryn M. O'Brien
KATHRYN M. O'BRIEN, Notary Public
Commission No.:
My Commission Expires:



Kathryn M. O'Brien
MY COMMISSION # CC850721 EXPIRES
June 29, 2003
BONDED THRU TROY FAIN INSURANCE, INC.