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April 7, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

Re: Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclosed herewith please find the original Articles of Amendment to Articles of Incorporation of Creative Carpets by Contract Carpets, Inc.

I have enclosed herewith a check in the amount of \$87.50 for filing the Amendment to Articles and for a certified copy of same.

Should you require anything further, please contact me at 352/357-0330.

Very truly yours,

Lewis W. Stone

LWS:cck
Enclosures

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*****87.50 *****87.50

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97 APR -9 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 4/11
NC

AMENDMENT TO ARTICLES OF INCORPORATION
OF
CREATIVE CARPETS BY CONTRACT CARPETS, INC.

The Certificate of Incorporation of CREATIVE CARPETS BY CONTRACT CARPETS, INC., heretofore approved and filed in the office of the Secretary of State, State of Florida, on the 2nd day of January, 1991, is hereby amended in the following particular:

"ARTICLE I. NAME. The name of this corporation is:

HYLTON UNLIMITED, INC.

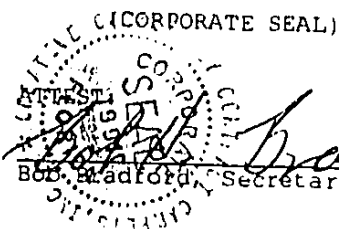
CERTIFICATE OF APPROVAL OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
CREATIVE CARPETS BY CONTRACT CARPETS, INC.

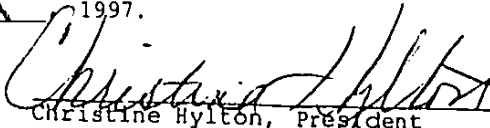
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being the President and Secretary, respectively, of CREATIVE CARPETS BY CONTRACT CARPETS, INC., hereby certify that the Board of Directors of the corporation did unanimously approve and recommend that the Articles of Incorporation of CREATIVE CARPETS BY CONTRACT CARPETS, INC., heretofore filed and approved in the office of the Secretary of State, State of Florida, on the 2nd day of January, 1991, be amended in the manner set forth above and did propose said amendment to the stockholders of the corporation, as set forth in a copy of the attached Corporate Resolution.

I DO FURTHER CERTIFY that a majority of stockholders of the corporation did approve the foregoing amendment.

IN WITNESS WHEREOF, the President and Secretary of the corporation has hereunto affixed their signatures and the corporate seal of the corporation, this 28th day of MARCH 1997.




Christine Hylton, President

Amendment to Articles of Incorporation
Creative Carpets by Contract Carpets, Inc.
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STATE OF FLORIDA
COUNTY OF LAKE

I DO HEREBY CERTIFY that on this day, before me, A Notary Public duly authorized in the State and County above named to take oaths and acknowledgments, personally appeared CHRISTINE HYLTON and BOB BRADFORD, the President and Secretary respectively of CREATIVE CARPETS BY CONTRACT CARPETS, INC., who produced Driver's Licenses as identification, and are who executed the foregoing Amendment to Articles of Incorporation and they acknowledged before me that the matters and things contained therein are true, and they did execute the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State named above, this the 28th day of MARCH, 1997.

Melanie J. Sheen
NOTARY PUBLIC
MELANIE J. SHEEN

My Commission Expires:
Commission No.:



ACTION BY UNANIMOUS CONSENT IN WRITING
BY THE BOARD OF DIRECTORS OF
CREATIVE CARPETS BY CONTRACT CARPETS, INC.

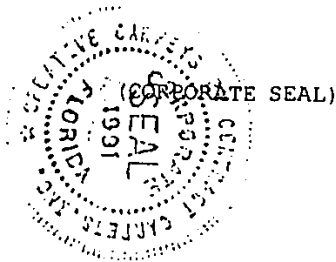
The undersigned, constituting the Board of Directors and Shareholders of CREATIVE CARPETS BY CONTRACT CARPETS, INC., a Florida corporation, by Unanimous Consent in Writing pursuant to the authority contained in the Florida General Corporation Act, Section 607.134, without the formality of convening a meeting, do hereby severally and collectively consent to the following action of this corporation:

WHEREAS, the Directors of CREATIVE CARPETS BY CONTRACT CARPETS, INC. believe it to be in the best interest of the corporation to sell the business assets to Great Lakes Carpet & Tile, Inc. under the terms and conditions set forth in the Agreement dated 3-31, 1997. It was further acknowledged that inasmuch as the name of the corporation is being transferred with the sale of the business assets, the new corporate name shall be Hylton Unlimited, Inc..

RESOLVED, that Christine Hylton as President of CREATIVE CARPETS BY CONTRACT CARPETS, INC. be and is hereby directed to execute any and all documentation that may be required to sell the business assets of CREATIVE CARPETS BY CONTRACT CARPETS, INC. to Great Lakes Carpet & Tile, Inc. under the terms and conditions set forth in the Agreement dated 3-31, 1997, and to affix to any such required documents the official seal of said corporation, for and on behalf of said corporation, as the act and deed of said corporation.

FURTHER RESOLVED, the name of the corporation shall be changed to Hylton Unlimited, Inc. and the corporate officers are hereby authorized and directed to execute any and all documents necessary or proper to carry into effect this Resolution.

Dated this 28th day of March, 1997.



CREATIVE CARPETS BY CONTRACT CARPETS, INC.

Christine Hylton
Christine Hylton, Director & Shareholder

Donald W. Hylton
Donald W. Hylton, Shareholder