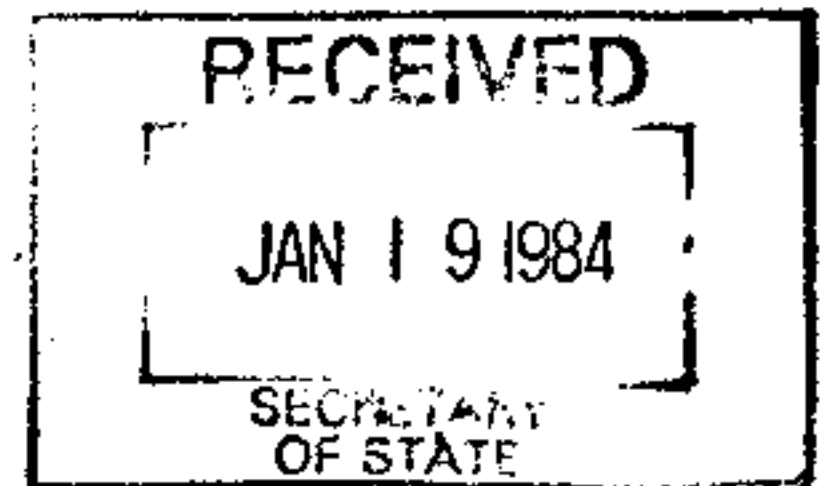


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ARTICLES OF INCORPORATION
OF
CARPET OUTLET OF PELHAM, INC.



The undersigned, acting as incorporator of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the Corporation is Carpet Outlet of Pelham, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the Corporation is organized are: The transaction of any and all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act that took effect on January 1, 1981.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares of common stock, par value Ten Dollars (\$10.00) per share.

FIFTH: The address of the initial registered agent of the Corporation is 3457 Highway 31, Pelham, Alabama, 35124 ~~P. O. Box 36218, Hoover, Alabama, 35236~~, and the name of its initial registered agent at such address is Sparks Freeman, III.

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is three, and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

*Carpet Outlet of Pelham
P.O. Box 36218
Hoover, Ala.
c/o Mr. Carpenter 35236*

NAME

Business Post Office Box
ADDRESS

Sparks Freeman, III
Res: Route 3, Box 20
Pelham, AL 35124

P. O. Box 36218
Hoover, Alabama 35236

Davis Randall Carpenter
Res: 2149 Roslyn Drive
Hoover, AL 35216

P. O. Box 36218
Hoover, Alabama 35236

Deborah Ann Carpenter
Res: 2149 Roslyn Drive
Hoover, AL 35216

P. O. Box 36218
Hoover, Alabama 35236

SEVENTH: the name and address of each incorporator is

NAME

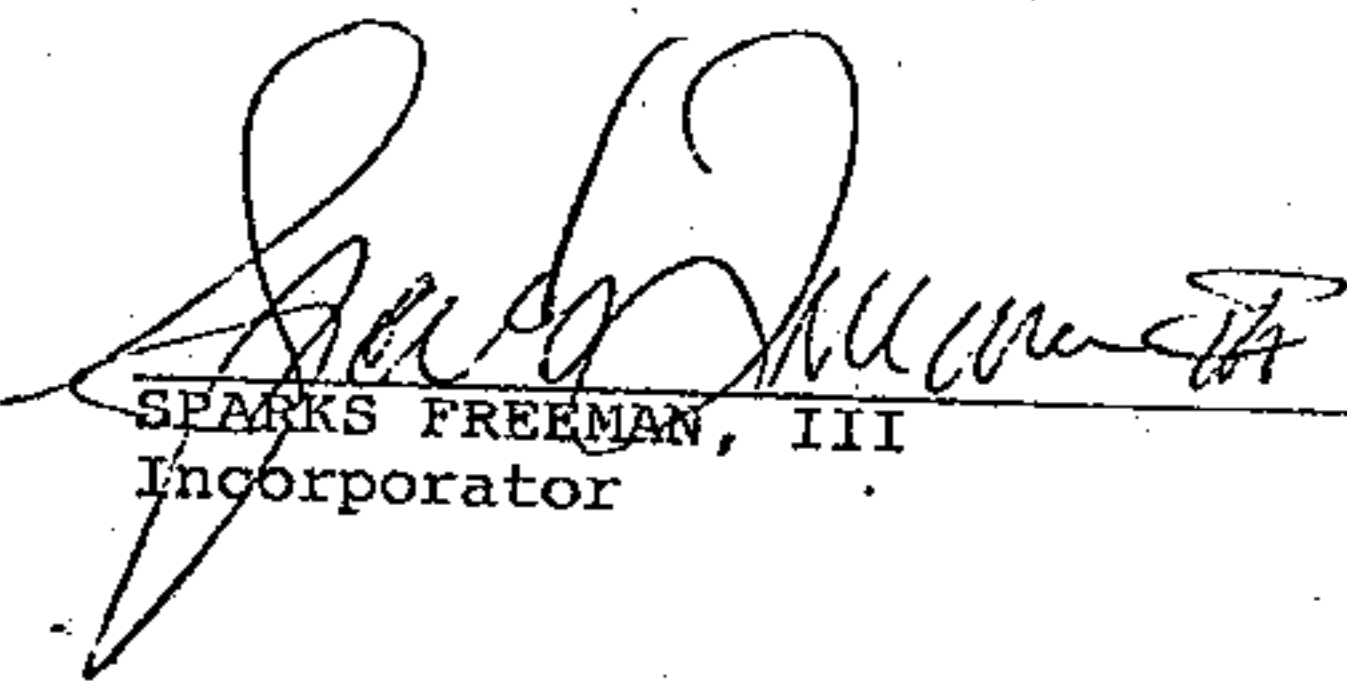
ADDRESS

Sparks Freeman, III
Business Street Address : 3457 Highway 31 South
Pelham, Alabama 35124

P. O. Box 36218
Hoover, Alabama 35236

DATED: January 11, 1984.

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SPARKS FREEMAN, III
Incorporator



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

Carpet Outlet of Pelham, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Carpet Outlet of Pelham, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 10, 1984 - expires 5-10-84

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

Shelby

County

CERTIFICATE OF Incorporation

OF

Carpet Outlet of Pelham, Incorporated

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of Carpet Outlet of Pelham, Inc., duly signed and verified pursuant to the provisions of Section _____ of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of Carpet Outlet of Pelham, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 18th day of January, 19 84.



1984 JAN 15 PM 12:26

Thomas A. Brantley, Jr.
Judge of Probate