

This instrument was prepared by:
Marshall E. Smith, III, Attorney
4401 Gary Avenue, Fairfield, AL 35064

CERTIFICATION OF INCORPORATION
OF
ALABAMA CARPET SUPPLY, INC.

TO THE HONORABLE JUDGE OF PROBATE,
IN AND FOR SHELBY COUNTY, ALABAMA:

The undersigned, acting as Incorporators, being over the age of twenty-one years, desiring to organize a body corporate under the laws of the State of Alabama, and being the subscriber to the capital stock of the corporation hereby organized, do make, sign and file this Certificate of Incorporation:

1. The name of the corporation is Alabama Carpet Supply, Inc.

2. The objects and purposes for which the corporation is formed are:

(a) To buy, sell, import, export, store, warehouse, distribute, process, manufacture, fabricate, market, and trade in and deal in and with, at wholesale and retail, and in every other manner, floor supplies and materials of every kind and character, and all equipment, goods, and materials of every kind and character used in the construction, building, repair, alteration, and maintenance of floors of every kind and character.

(b) To enter into, make and perform contracts of every kind for any lawful purposes without limit as to amount, with any person, firm, association, partnership, limited partnership, corporation or other entity.

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B'HAM AL 35226

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(c) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, and other negotiable or transferable instruments.

(d) To enter into any plan or project for the assistance and welfare of its employees.

(e) To carry on any other business in connection with the foregoing, to perform any reasonable action in the furtherance of the foregoing, and to perform any act not in violation of the laws of the State of Alabama.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and stockholders thereof, all in addition to these powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

(3) The location of the principal office of the corporation in the State of Alabama shall be in the City of Pelham, County of Shelby.

4. The total number of shares of stock which the corporation shall have authority to issue shall be 100 shares of common stock with no par value. The amount of capital stock with which the corporation shall begin business shall be \$1,000.00

consisting of 100 shares of common stock issued at an initial value of \$10.00 per share.

5. The name and registered office address of the officers designated by the incorporators to receive subscriptions to the stock of the corporation and as initial registered agent is:

Marc Booth
President
1057 Commerce Blvd.
Pelham, AL 35124

6. (a) The name and address of the incorporator and the number of share subscribed for are as follows:

NAME	ADDRESS	NO. OF SHARES
Marc Booth	1057 Commerce Blvd. Pelham, AL 35214	100

(b) The name of the director, and the office to be held, chosen for the first year and until his successor is elected and qualified are as shown below:

NAME	OFFICE
Marc Booth	President

7. The period for the duration of the corporation shall be perpetual.

8. This corporation may from time to time issue its shares of stock for such consideration as may be fixed from time to time by the board of directors and may receive payment therefore, in whole or in part, in cash, labor done, personal property or real property. In the absence of actual fraud in the transaction, the judgment of the board of directors as to the value of such labor, personal property or real property shall be conclusive. Any and all shares so issued for which the

consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

9. This corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefore upon such reasonable terms and conditions as may be approved by the board of directors of this corporation, provided that such restrictions be stated upon each certificate representing such shares.

10. The bylaws of the corporation shall contain provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Alabama. The initial Bylaws of the corporation shall be adopted by the shareholders. The Bylaws of the corporation shall be subject to alteration, amendment, or repeal, and new bylaws may be adopted by the affirmative vote of the holders of a majority of the shares of the common stock present in person or by proxy at any annual or special meeting of the stockholders and entitle to vote thereat, a quorum being present. No amendment decreasing the number of directors shall have the effect of shortening the term of any incumbent directors.

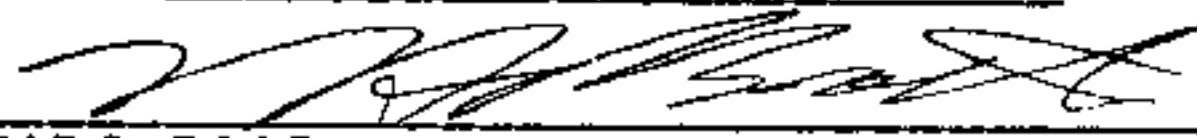
11. The corporate powers shall be exercised by the board of directors, except as otherwise provided by statute or by

this Certificate of Incorporation. Any action required or permitted to be taken at any meeting of the board of directors or any committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the board or committee.

12. All of the corporation's shares of all classes, exclusive of treasury shares, shall be held of record by not more than five persons.

The formation of the corporation as a close corporation has been authorized by the affirmative vote of all holders of and subscribers to shares of the corporation.

DONE this the 21 day of JULY, 1988.


MARC BOOTH

STATE OF ALABAMA

SHELBY COUNTY

I, the undersigned, a notary public, do hereby certify that Marc Booth, whose name is signed to the forgoing instrument, and who is known to me, acknowledged before me on this day, that being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 21st day of July, 1988


NOTARY PUBLIC

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STATE OF ALABAMA

I, Glen Browder, 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 Alabama Carpet Supply, Inc. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of Alabama Carpet Supply, 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.

July 13, 1988 - expires 11-11-88

Date

Glen Browder

Glen Browder

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

ALABAMA CARPET SUPPLY, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of ALABAMA CARPET SUPPLY, INC., duly signed pursuant to the provisions 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 ALABAMA CARPET SUPPLY, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 29th day of JULY, 19 88.

STATE OF ALA. SHELBY
I CERTIFY THAT
INSTRUMENT WAS FILED

Thomas A. Howland, Jr.
Judge of Probate

88 JUL 29 PM 3:04

Thomas A. Howland, Jr.
JUDGE OF PROBATE