

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

**CERTIFICATE OF INCORPORATION
OF
BOOTH COMMERCIAL FLOORING, 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 subscribers 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 **BOOTH COMMERCIAL FLOORING, INC.**

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

(a) To act as a contractor for the sales and installation of floor covering products, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned, and specifically all acts relating to floor covering work.

(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.

(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.

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

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 office address of the officer designated by the incorporators to receive subscriptions to the stock of the corporation is:

Marc Booth, President
1055 Commerce Blvd.
Pelham, AL 35124

The name and office address of the initial registered agent and registered officer for the corporation is:

Marc Booth, President
1055 Commerce Blvd.
Pelham, AL 35124

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

NAME	ADDRESS	NO. OF SHARES
Marc Booth	1055 Commerce Blvd. Pelham, AL 35124	90
Diane Booth	1055 Commerce Blvd. Pelham, AL 35124	10

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

NAME	OFFICE
Marc Booth	President
Diane Booth	Secretary

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 16th day of June, 1997.



MARC BOOTH, President

Diane Booth
DIANE BOOTH, Secretary

STATE OF ALABAMA

JEFFERSON COUNTY

I, the undersigned, a notary public, do hereby certify that MARC BOOTH AND DIANE BOOTH, whose name(s) is(are) 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 (she/they) executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 16th day of
June, 1997.


NOTARY PUBLIC

STATE OF ALABAMA

I, Jim Bennett, 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 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Booth Commercial Flooring, Inc.

This domestic corporation name is proposed to be incorporated in ~~Shelby~~ Jefferson County and is for the exclusive use of Marshall E Smith III, 4401 Gary Ave, Fairfield, AL 35064 for a period of one hundred twenty days beginning June 6, 1997 and expiring October 5, 1997.



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.

June 6, 1997

Date

Jim Bennett

Secretary of State

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