

FILED
AUG 5 4 34 PM '99
SECRETARY OF STATE
STATE OF IDAHO

**CERTIFICATE OF INCORPORATION (IDAHO) OF
ADVANCED CARPET INSTALLATIONS, INC.**

FIRST. The name of this corporation is Advanced Carpet Installations, Inc.

SECOND. Its registered office in the State of Idaho is to be located at 4669 Maverick Way, Boise, Idaho 83709-5935. The resident agent in charge thereof is the President of Advanced Carpet Installations, Inc., James J. Johnson, address same as above.

THIRD. The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Laws of Idaho and, specifically, to provide services relating to the installation of carpet and flooring to the public.

FOURTH. The amount of total authorized common stock of the Corporation is divided into 2000 shares with a *par value* of one (1) dollar. All two thousand (2000) shares are hereby issued to the President of Advanced Carpet Installations, Inc., James Johnson. The Board of Directors of Advanced Carpet Installations, Inc., is hereby authorized, in accordance with I.C. Section 30-1-16, *et seq.*, to issue additional shares and fix and determine the relative rights and preferences of any such shares.

FIFTH. The name and address of the Incorporator is as follows: James J. Johnson, 4669 Maverick Way, Boise, Idaho 83709-5935.

SIXTH. The powers of the Incorporator are to terminate upon filing of the Certificate of Incorporation, and the name and mailing address of the person who is to serve as the Director of Advanced Carpet Installations, Inc., is James J. Johnson, 4669 Maverick Way, Boise, Idaho 83709-5935.

SEVENTH. All of the Corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than five (5) persons.

EIGHTH. All of the issued stock of all classes shall be subject to the following restriction on transfer permitted by Section 30-1-54(g) of the General Corporation Law:

Each stockholder shall offer to the Corporation or to other stockholders of the Corporation a thirty (30) day right of "first refusal" option to purchase his or her stock should he or she elect to sell his or her stock.

NINTH. Advanced Carpet Installations, Inc., will indemnify its President and Director, James J. Johnson, in accordance with, and to the full extent permitted by, I.C. Section 30-1-5, *et seq.*

TENTH. The Corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the Securities Act of 1933, as it may be amended from time to time.

ELEVENTH. The period of duration of Advanced Carpet Installations, Inc., is perpetual.

IDAHO SECRETARY OF STATE

08/05/1999 05:00
CK: 1428 CT: 111278 DN: 239998

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I, the undersigned, for the purpose of forming a Corporation under the laws of the State of Idaho do make, file, and record this Certificate, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand.

DATED at Boise, Idaho, on this 16th day of JUNE 1999.


James J. Johnson, President
Advanced Carpet Installations, Inc.