

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

EAGLES CARPET AND FLOOR COVERING, INC.

File number C 107097

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: July 25, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibe*

ARTICLES OF INCORPORATION
OF

EAGLES CARPET AND FLOOR COVERING, INC.

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KNOW ALL MEN BY THESE PRESENTS: THAT WE, VICTOR FRABOTTA AND LILLIE M. FRABOTTA, BEING NATURAL PERSONS AND CITIZENS OF THE UNITED STATES OF AMERICA, DESIRING TO ASSOCIATE OURSELVES AS A CORPORATION UNDER THE NAME AS ABOVE SET FORTH, FOR THE PURPOSE OF BECOMING A BODY CORPORATE AND POLITIC UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF IDAHO, AND IN ACCORDANCE WITH THE PROVISIONS OF THE LAWS OF SAID STATE, DO HEREBY MAKE, EXECUTE AND ACKNOWLEDGE THIS CERTIFICATE IN WRITING OF OUR INTENTION TO BECOME A BODY CORPORATE UNDER AND BY VIRTUE OF SAID LAWS.

ARTICLE 1.

CORPORATE NAME

THE NAME OF THE PROPOSED CORPORATION IS EAGLES CARPET AND FLOOR COVERING, INC.

ARTICLE 2.

PURPOSES AND OBJECTS

THE NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED, PROMOTED AND CARRIED ON, ARE TO DO ANY AND ALL THINGS HEREIN MENTIONED AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD, TO-WIT:

SECTION 2.01

TO CARRY ON AND CONDUCT IN ALL OF ITS BRANCHES AND DEPARTMENTS, AS PRINCIPAL OR AGENT, THE BUSINESS OF RETAIL OR WHOLESALE CARPET, PAD AND MATERIAL SALES OF EVERY TYPE INCLUDING REPAIR, CLEANING AND INSTALLATION AND ANYTHING WHICH COULD IN ANYWISE BE CONSTRUED TO BE ASSOCIATED OR AFFILIATED WITH THE GENERAL CARPET SALES AND SERVICE BUSINESS.

THIS CORPORATION SHALL ALSO BE AUTHORIZED TO CONDUCT ANY AND ALL OTHER LAWFUL BUSINESSES THAT ARE PERMITTED IN THE STATE OF IDAHO, OR THE UNITED STATES OF AMERICA, REGARDLESS OF WHETHER OR NOT THEY HAVE BEEN AFOREMENTIONED OR REFERRED TO ABOVE.

TO PURCHASE, OR IN ANY WAY ACQUIRE FOR INVESTMENT OR FOR SALE OR OTHERWISE, LANDS, CONTRACTS FOR THE PURCHASE OR SALE OF LANDS, BUILDINGS, IMPROVEMENTS, AND ANY OTHER REAL PROPERTY OF ANY KIND OR ANY INTEREST THEREIN, AND AS THE CONSIDERATION FOR SAME TO PAY CASH OR TO ISSUE THE CAPITAL STOCK, DEBENTURE BONDS,

MORTGAGE BONDS, OR OTHER OBLIGATIONS OF THE CORPORATION, AND TO SELL, CONVEY, LEASE, MORTGAGE, DEED IN TRUST, TURN TO ACCOUNT, OR OTHERWISE DEAL WITH ALL OR ANY PART OF THE PROPERTY OF THE CORPORATION; TO MAKE AND OBTAIN LOANS UPON REAL ESTATE, IMPROVED OR UNIMPROVED, AND UPON PERSONAL PROPERTY, GIVING OR TAKING EVIDENCES OF INDEBTEDNESS AND SECURING THE PAYMENT THEREOF BY MORTGAGE, TRUST DEED, PLEDGE OR OTHERWISE, AND TO ENTER INTO CONTRACTS TO BUY OR SELL ANY PROPERTY, REAL OR PERSONAL; TO BUY AND SELL MORTGAGES, TRUST DEEDS, CONTRACTS, AND EVIDENCES OF INDEBTEDNESS; TO PURCHASE OR OTHERWISE ACQUIRE, FOR THE PURPOSE OF HOLDING OR DISPOSING OF THE SAME, REAL OR PERSONAL PROPERTY OF EVERY KIND AND DESCRIPTION, INCLUDING THE GOOD WILL, STOCK, RIGHTS, AND PROPERTY OF ANY PERSON, FIRM, ASSOCIATION, OR CORPORATION, PAYING FOR THE SAME IN CASH, STOCK, OR BONDS OF THIS CORPORATION; AND TO DRAW, MAKE, ACCEPT, ENDORSE, DISCOUNT, EXECUTE, AND ISSUE PROMISSORY NOTES, BILLS OF EXCHANGE, WARRANTS, BONDS, DEBENTURES, AND OTHER NEGOTIABLE OR TRANSFERABLE INSTRUMENTS, OR OBLIGATIONS OF THE CORPORATION, FROM TIME TO TIME, FOR ANY OF THE OBJECTS OR PURPOSES OF THE CORPORATION WITHOUT RESTRICTION OR LIMIT AS TO AMOUNT.

TO DO ANY AND ALL OTHER LAWFUL BUSINESS IN ANYWISE AFFILIATED WITH OR ASSOCIATED THEREWITH.

SECTION 2.02

TO ACQUIRE, OWN, OPERATE, SELL, EXCHANGE, LET OR LEASE FACILITIES FOR THE CONDUCT OF SAID BUSINESS WITHIN THE STATE OF IDAHO OR OUTSIDE THE STATE OF IDAHO.

SECTION 2.03

TO BORROW MONEY FOR THE PURPOSES OF THIS CORPORATION; TO ISSUE BONDS, NOTES AND DEBENTURES AND OTHER EVIDENCES OF INDEBTEDNESS THEREFORE AND TO SECURE THE SAME BY MORTGAGE OR PLEDGE OF PERSONAL PROPERTY, INCLUDING THE INCOME OF SAID CORPORATION OR BY MORTGAGE OF REAL PROPERTY EXECUTED IN TRUST OR OTHERWISE. ALL OR ANY PORTION OF THE REAL OR PERSONAL PROPERTY OF THE CORPORATION MAY BE SO PLEDGED, MORTGAGED OR HYPOTHECATED.

SECTION 2.04

TO BUILD ANY OR ALL BUILDINGS, STRUCTURES OR WAREHOUSES NECESSARY OR CONVENIENT FOR THE CONDUCT OF THE BUSINESS OF SAID CORPORATION OR OTHERS OR TO ACQUIRE THE SAME BY PURCHASE, LEASE OR OTHERWISE.

SECTION 2.05.

TO PURCHASE, LEASE OR OTHERWISE ACQUIRE, IN WHOLE OR IN PART, THE BUSINESS, GOODWILL, RIGHTS, FRANCHISES AND PROPERTY OF EVERY KIND AND TO TAKE OVER THE WHOLE OR ANY PART OF THE ASSETS OR LIABILITIES OF ANY PERSON, FIRM, ASSOCIATION OR CORPORATION ENGAGED IN OR AUTHORIZED TO BE CONDUCTED BY THIS CORPORATION OR

OWNING PROPERTY NECESSARY OR SUITABLE FOR ITS PURPOSES AND TO PAY FOR THE SAME IN CASH, IN THE STOCK OR BONDS OF THIS CORPORATION OR OTHERWISE; TO HOLD OR IN ANY MANNER DISPOSE OF THE WHOLE OR ANY PART OF THE BUSINESS OR PROPERTY SO ACQUIRED AND TO EXERCISE ALL THE POWERS NECESSARY OR INCIDENTAL TO THE CONDUCT OF SUCH BUSINESS.

SECTION 2.06

TO ENTER INTO ANY CONTRACT, COOPERATIVE AGREEMENT OR PROFIT-SHARING PLAN WITH ITS OFFICERS OR EMPLOYEES THAT THE CORPORATION MAY DEEM ADVANTAGEOUS OR EXPEDIENT OR OTHERWISE TO REWARD OR PAY SUCH PERSONS FOR THEIR SERVICES AS THE DIRECTORS MAY DEEM FIT.

SECTION 2.07

TO PURCHASE OR OTHERWISE ACQUIRE, OWN, HOLD, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER OR OTHERWISE DISPOSE OF SHARES OF THE CAPITAL STOCK OF THIS CORPORATION OR EVIDENCES OF INDEBTEDNESS OF ANY KIND OR ANY KIND OR NATURE CREATED BY ANY CORPORATION OR CORPORATIONS, WHEREVER ORGANIZED, WHETHER PUBLIC OR PRIVATE.

SECTION 2.08

TO EXERCISE GENERALLY THE POWERS CUSTOMARILY EXERCISED BY BUSINESS CORPORATIONS AND PARTICULARLY THE POWERS PROVIDED BY THE LAWS OF THE STATE OF IDAHO REFERRING ESPECIALLY TO SECTION 30-1-4 OF THE IDAHO CODE IN ANY STATE OF THE UNITED STATES AND THROUGHOUT THE WORLD.

SECTION 2.09

TO CARRY ON ANY OTHER BUSINESS OR TO DO ANYTHING IN CONNECTION WITH THE OBJECTS AND PURPOSES ABOVE MENTIONED THAT MAY BE NECESSARY OR PROPER TO ACCOMPLISH SUCCESSFULLY OR PROMOTE THE SAID OBJECTS AND PURPOSES. THE FOREGOING CLAUSES, BY REASON OF THE SPECIFIC ENUMERATION OF POWERS, SHALL NOT BE HELD TO RESTRICT THE POWER OF THE CORPORATION TO DO ANY OF THE THINGS WITHIN THE PURVIEW OF ITS GENERAL PURPOSE.

ARTICLE 3.

CORPORATE DURATION

THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

ARTICLE 4.

REGISTERED OFFICE AND AGENT

SECTION 4.01

REGISTERED OFFICE

THE LOCATION OF THE REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF IDAHO IS 507 PINE, MC CALL, IDAHO 83638 AT POST OFFICE BOX 4269, MC CALL, IDAHO 83638.

SECTION 4.02

REGISTERED AGENT

THE REGISTERED AGENT OF THIS CORPORATION IN THE STATE OF IDAHO IS LILLIE M. FRABOTTA, WHOSE ADDRESS IS 507 PINE, MC CALL, IDAHO, P.O. BOX 4269, MC CALL, IDAHO 83638.

ARTICLE 5.

CAPITAL STOCK

THE TOTAL AUTHORIZED NUMBER OF PAR VALUE SHARES IS ONE THOUSAND (1,000). THE AGGREGATE PAR VALUE OF THE TOTAL AUTHORIZED NUMBER OF SHARES IS TEN THOUSAND AND NO/100 DOLLARS (\$10,000.00), WHICH IS NON-ASSESSABLE. PAR VALUE SHALL BE TEN DOLLARS (\$10.00) PER SHARE.

ARTICLE 6.

CLASSES OF STOCK

THE STOCK OF THE CORPORATION IS DIVIDED INTO 1,000 SHARES OF COMMON STOCK ALL WITH EQUAL RIGHTS AND PRIVILEGES AND PREEMPTIVE RIGHTS.

ARTICLE 7.

DIRECTORS

THE AFFAIRS OF THE CORPORATION WILL BE MANAGED BY A BOARD CONSISTING OF THE NUMBER DETERMINED BY THE BY-LAWS BUT NOT LESS THAN TWO. BOARD OF SHAREHOLDERS OF THE CORPORATION SHALL BE ELECTED AT THE ANNUAL MEETING OF THE SHAREHOLDERS IN THE MANNER DETERMINED BY THE BY-LAWS. BOARD OF SHAREHOLDER VACANCIES SHALL BE FILLED IN THE MANNER PROVIDED BY THE BY-LAWS. THE INITIAL BOARD OF SHAREHOLDERS SHALL CONSIST OF THE INCORPORATORS HEREOF, WHO ARE TO SERVE AS BOARD OF SHAREHOLDERS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS BE ELECTED AND QUALIFY.

ARTICLE 8. .

INCORPORATORS

THE NAME AND POST OFFICE ADDRESS OF EACH OF THE INCORPORATORS AND THE NUMBER OF SHARES FOR WHICH EACH SUBSCRIBED IS:

VICTOR FRABOTTA
P.O. BOX 4269
MCCALL, IDAHO 83638 10 SHARES.

LILLIE M. FRABOTTA
P.O. BOX 4269
MC CALL, IDAHO 83638 10 SHARES.

DATED THIS 21ST DAY OF JULY, 1994.

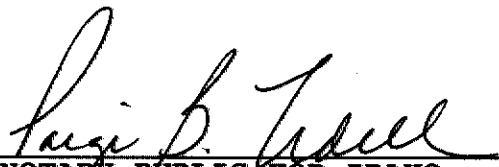

VICTOR FRABOTTA


LILLIE M. FRABOTTA

STATE OF IDAHO,)
 (SS.
COUNTY OF VALLEY.)

ON THIS 21ST DAY OF JULY, 1994, BEFORE ME, THE
UNDERSIGNED, A NOTARY PUBLIC IN AND FOR SAID STATE, PERSONALLY
APPEARED VICTOR FRABOTTA AND LILLIE M. FRABOTTA, KNOWN TO ME TO
BE THE PERSONS WHO EXECUTED THE ABOVE AND FOREGOING ARTICLES OF
INCORPORATION AND ACKNOWLEDGED TO ME THAT THEY EXECUTED THE SAME
AS THEIR OWN FREE ACT AND DEED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED
MY OFFICIAL SEAL AS OF THE DAY AND YEAR IN THIS CERTIFICATE FIRST
ABOVE WRITTEN.


NOTARY PUBLIC FOR IDAHO
RESIDING IN MC CALL, IDAHO
MY COMMISSION EXPIRES 11/23/99