

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)922-4003

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

LIMITED LIABILITY COMPANY

Carpet Savers of America, LLC

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EFFECTIVE DATE

9/18/00

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Carpet Savers of America, LLC

Article II. Address

The Company's street and mailing address is:
Carpet Savers of America, LLC
5009 45th St. West
Bradenton FL 34210

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Sheri Newland
5009 45th St. West
Bradenton FL 34210

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

EFFECTIVE DATE
9/19/00

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Article V. Management

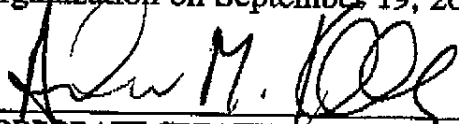
This will be a member-managed company. The name of each member is:

Sheri Newland
Andrew Newland

Article VI. Company Existence

The Company's existence shall begin effective as of September 18, 2000.

The undersigned authorized representative of a member executed these Articles of Organization on September 19, 2000.



CORPORATE CREATIONS INTERNATIONAL INC.
Andreas M. Kelly Vice President

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Carpet Savers of America, LLC

REGISTERED AGENT/OFFICE:

Sheri Newland

5009 45th St. West

Bradenton FL 34210

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



SHERI NEWLAND

by A.M. Kelly as attorney-in-fact

Date: 9/19/2000

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