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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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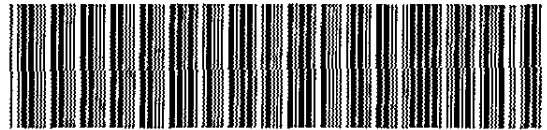
(Business Entity Name)

(Document Number)

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**GRAYHARRIS**  
ATTORNEYS AT LAW

ROBERT J. BERTRAND  
ATTORNEY AT LAW

October 21, 2002

GRAY HARRIS LANE TROHN

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WRITER'S DIRECT DIAL

863/284-2213

E-MAIL ADDRESS  
RBertrand@grayharris.com

**VIA FEDERAL EXPRESS**

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

Re: Turkish Rugs Direct, LLC, a Florida limited liability company

Ladies and Gentlemen:

Enclosed please find the original and a duplicate of the following documents for the formation of the above named Florida Limited Liability Company:

- (a) The duly executed Articles Of Organization For A Florida Limited Liability Company; and
- (b) The duly executed Certificate Of Designation Of Registered Agent/Registered Office.

Our search of the Secretary of State's On-Line Records indicates that the aforesaid name is available for a Florida Limited Liability Company. After examination, please file the original of the Articles Of Organization and then furnish to the undersigned a Certificate Of Organization with respect to the above named Limited Liability Company.

Next, enclosed please find this Firm's check in the amount of \$155.00 to cover the filing fee for the Articles Of Organization in the amount of \$100.00, the filing fee for the Certificate Of Designation Registered Agent/Registered Office in the amount of \$25.00 and the fee for furnishing a certified copy in the amount of \$30.00.

If there are any questions concerning any of the foregoing, it would be greatly appreciated if you would telephone the undersigned collect at (863) 284-2213.

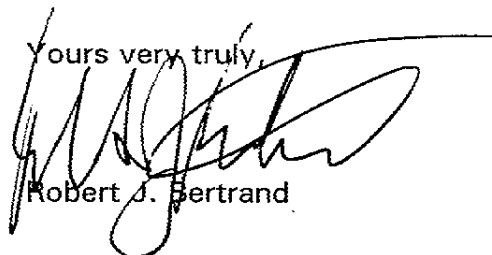
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GRAY, HARRIS & ROBINSON  
Professional Association

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Thanking you for your usual cooperation, I am

Yours very truly,

A handwritten signature in black ink, appearing to read "Robert J. Bertrand", written over a horizontal line.

RJB/mcd  
Enclosures  
xc: Turkish Rugs Direct, LLC

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**ARTICLES OF ORGANIZATION  
OF  
TURKISH RUGS DIRECT, LLC**

The undersigned hereby present these Articles of Organization for the formation of a Limited Liability Company pursuant to the Florida Limited Liability Company Act.

**ARTICLE I.**

**NAME**

The name of the Limited Liability Company is TURKISH RUGS DIRECT, LLC

**ARTICLE II.**

**PRINCIPAL OFFICE**

The mailing address of the Limited Liability Company is 4658 Highlands Place Drive, Lakeland, Florida 33813 and the street address of the principal office of the Limited Liability Company is 4658 Highlands Place Drive, Lakeland, Florida 33813.

**ARTICLE III.**

**DURATION**

The Limited Liability Company shall have perpetual existence, commencing on the date of the execution and acknowledgment of these Articles of Organization.

**ARTICLE IV.**

**PURPOSE**

The Limited Liability Company is organized for the purpose of transacting any and all lawful business.

**ARTICLE V.**

**MANAGEMENT**

The Limited Liability Company is to be a manager-managed company. The name(s)

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and addresses of the initial managers are:

Donald S. Haver  
4658 Highlands Place Drive  
Lakeland, Florida 33813

Mr. David J. Farrage, Jr.  
406 East 20th Street  
Costa Mesa, California 92627

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#### ARTICLE VI.

##### INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

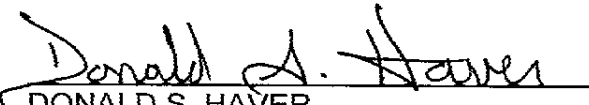
The street address of the initial registered office of the Limited Liability Company is 4658 Highlands Place Drive, Lakeland, Florida 33813 and the name of the initial registered agent of the Limited Liability Company at that office is Donald S. Haver.

#### ARTICLE VII.

##### INDEMNIFICATION

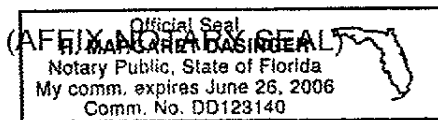
Except to the extent otherwise provided in the Operating Agreement of the Limited Liability Company, the Limited Liability Company shall indemnify each person or entity who was or is a Member, director, officer, employee or agent of the Limited Liability Company to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being an authorized representative of the Members, has executed these Articles of Organization this 21<sup>ST</sup> day of October 2002.

  
(DONALD S. HAVER

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing Articles Of Organization were acknowledged before me this 21st  
day of October, 2002, by DONALD S. HAVER, who is personally known to me ~~or who~~  
~~produced~~ \_\_\_\_\_ ~~as identification:~~



H. Margaret Dasinger  
NOTARY PUBLIC, State of Florida at Large  
H. Margaret Dasinger  
(Printed Name)  
My commission expires: June 26, 2006  
My commission number: DD123140

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**CERTIFICATE OF DESIGNATION**

**OF**

**REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 AND SECTION 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA:

1. The name of the Limited Liability Company is: TURKISH RUGS DIRECT, LLC.
2. The name and street address of its initial registered agent and initial registered office are:

Mr. Donald S. Haver  
4658 Highlands Place Drive  
Lakeland, Florida 33813

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

  
DONALD S. HAVER

Date: 10/21/02

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