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LIMITED LIABILITY AMENDMENT

HB PROPERTIES, LLC

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted June 6, 2005 by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: SIMPLY RUGS, LLC
Old Name: HB PROPERTIES, LLC

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on December 3, 2004.

Article III. Address

The Company's street and mailing address is:

SIMPLY RUGS, LLC
PO BOX 3319
SARASOTA FL 34230

Article IV. Registered Agent

The name and street address of the Company's registered agent is:

DONNA M. BATES
12984 S TAMiami TRAIL
NORTHPORT FL 34287

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

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Article V. 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.

Article VI. Management

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

DONNA M. BATES

PO BOX 3319 SARASOTA FL 34230

Article VII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

SIMPLY RUGS, LLC

By: Donna M. Bates

Name: DONNA M. BATES

Title: MANAGER

Date: June 6, 2005

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 572-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

SIMPLY RUGS, LLC

REGISTERED AGENT/OFFICE:

**DONALD M. BATES
12984 S TAMiami TRAIL
NORTHPORT FL 34287**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. 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.

DONALD M. BATES
by K. Sarria as attorney-in-fact

Date: June 6, 200

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