

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870
Mailing Address: Post Office Box 10319, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

() _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Mail No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

85-AUG 10 AM 11:31

Kimberly Case GAVE
AUTHORIZATION BY PHONE TO
CORRECT Affidavit

DATE 8-10-95

DOC. EXAM _____

REQUEST	TAKEN	CONFIRMED	APPROVED
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DATE _____

TIME _____ CK No. _____

BY AAK

WALK-IN
Will Pick Up 8.9 1207

RE: Bug Crafters, L.C.

~~93-118-2-1112-23~~

DISBURSED	C.C. FEE.
<input checked="" type="checkbox"/> Capital Expenses	
<input checked="" type="checkbox"/> Art. of Inc. File	LC
<input type="checkbox"/> Corp. Record Search	
<input type="checkbox"/> Ltd. Partnership File	
<input type="checkbox"/> Foreign Corp. File	
<input checked="" type="checkbox"/> () Cert. Copy(s)	
<input type="checkbox"/> Art. of Amend., File	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> C U S -	
<input type="checkbox"/> Fictitious Name File	
<input type="checkbox"/> Name Reservation	
<input type="checkbox"/> Annual Report/Reinstatement	
<input type="checkbox"/> Reg. Agent Service	
<input type="checkbox"/> Document Filing	

Corporate Kit 500001562955
Vehicle Search -08/17/95--01016--004
Driving Record ****337:50--****337:50
Document Retrieval

_____ UCC 1 or 3 File _____
 _____ UCC 11 Search _____
 _____ UCC 11 Retrieval _____
 _____ File No.'s, _____ Copies _____
 _____ Courier Service _____
 _____ Shipping/Handling _____
 _____ Phone () _____
 _____ Top Priority _____
 _____ Express Mail Prop. _____
 _____ FAX () _____ pgs. _____

	UNITED STATES	OTHER COUNTRIES	TOTAL
SALES	100.00	100.00	200.00
EXPENSES	80.00	80.00	160.00
SUBTOTALS	20.00	20.00	40.00

FEE..... \$.....

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$ _____

PREPAID	\$
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BALANCE DUE..... \$

_____ \$ _____

TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE

August 9, 1995

Sandra B. Mortham
Secretary of State

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: RUG CRAFTERS, L.C.
Ref. Number: W95000016009

RECEIVED
95 AUG 10 10 3 01
OFFICE OF THE SECRETARY OF STATE

Corrected

We have received your document for RUG CRAFTERS, L.C. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 895A00037337

95 AUG 10 AM 11:31

**ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY**

OF

RUG CRAFTERS OF NORTH CAROLINA, L.C.

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby form Florida limited liability company pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

**ARTICLE I
NAME**

The name of the limited liability company referred to in these Articles as "Company" shall be:

RUG CRAFTERS OF NORTH CAROLINA, L.C.

COMMENCEMENT DATE AND DURATION

This company shall commence on the date of the filing of these Article of Organization with the Florida Department of State, in accordance with the provisions of Section 608.409 (3) of the Act, and shall continue through December 31, 2010, or until dissolved by its members in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member, including the Managing Member, or upon the occurrence of any other event which terminates the continued membership of any Member in the Company, including the Managing Member, unless the business of the Company is continued by consent of not less than a majority in interest of the remaining Members and the Managing Member; said consent to be voted on at a duly called special meeting, or no later than the next general meeting of the Company, if approved by the Managing Member or the Tax Matters Member within five business days of their receipt of written notification of the event of termination.

- (3) Written consent of the Managing Member.

ARTICLE III PURPOSE

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act.

ARTICLE IV PLACE OF BUSINESS

The principal place of business of this Company shall be 5 Windy Court, Guilford Industrial Park, Greensboro, North Carolina 27409, and such other place or places as may be designated by the members from time to time.

ARTICLE V REGISTERED AGENT AND OFFICE

The initial registered agent for this Company shall be Nancy J. Cass, Esquire, and the address of the registered office and registered agent for service of process shall be 324 Hyde Park Avenue, Suite 375, Tampa, Florida 33606.

ARTICLE VI CAPITAL CONTRIBUTIONS

(a) Initial Capital. The initial capital of this Company shall consist of the sum of cash of Two Hundred and No/100's Dollars (\$200.00).

(b) Additional Capital Contributions. Additional capital contributions, if any, shall be made by the members in cash and at the times as determined by written agreement among the members or in accordance with the Operating Agreement and Regulations adopted and approved by the members.

(c) Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act.

ARTICLE VII
ADMISSION AND WITHDRAWAL OF MEMBERS

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members and withdrawal of members shall be accomplished only by the approval of the Managing Member and in accordance with the terms of the Operating Agreement.

ARTICLE VIII
CONTINUATION OF BUSINESS

The Managing Member may, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member, including the Managing Member, or upon the occurrence of any other event which terminates the continued membership of any Member in the Company, including the Managing Member, unless the business of the Company is continued by consent of not less than a majority in interest of the remaining Members and the Managing Member; said consent to be voted on at a duly called special meeting, or no later than the next general meeting of the Company, if approved by the Managing Member or the Tax Matters Member within five business days of their receipt of written notification of the event of termination.

ARTICLE IX
MANAGEMENT OF BUSINESS

The Company is to be managed by a manager. The initial manager will serve until the first annual meeting of the members. The initial manager is identified as follows:

<u>Name</u>	<u>Address</u>
Phillip Rosenbaum	5 Windy Court Guilford Industrial Park Greensboro, NC 27409

ARTICLE X
POWERS

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE XI PROPERTY

(a) **Ownership.** All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) **Title.** The title to all property of the Company shall be held in the name of this Company.

(c) **Conveyances.** The member(s) are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable whatsoever. Such execution shall be made by members holding a majority in interest of this Company. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the member is signing on its behalf. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

RUG CRAFTERS, L.C.

By: Phil D. Ruler
Member

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

ARTICLE XIII AMENDMENTS

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411(2) of the Act.

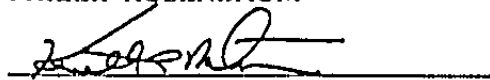
ARTICLE XIII REGULATIONS

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company containing

such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization this 2 day of August, 1995.


PHILLIP ROSENBAUM


KENNETH A. MELTON
FALCON FINANCIAL MANAGEMENT GROUP, INC.
PRESIDENT

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS

95 AUG 10 AM 11:31

CERTIFICATE OF REGISTERED AGENT/REGISTERED OFFICE

In accordance with Section 608.415 of the Florida Limited Liability Act, a registered agent is appointed as follows:

RUG CRAFTERS OF NORTH CAROLINA, L.C., with its principal office located at 5 Windy Court, Guilford Industrial Park, Greensboro, North Carolina 27409, has named NANCY J. CASS, ESQUIRE, located at its registered office at 324 Hyde Park Avenue, Suite 375, Tampa, Florida 33606, as its registered agent in the State of Florida to accept service of process within this State.

Dated: August 2, 1995

RUG CRAFTERS, L.C.

Phillip D. Rosenbaum
PHILLIP ROSENBAUM

ACKNOWLEDGMENT:

Having been named as registered agent to accept service of process for the above named limited liability company at the address designated in this Certificate, I accept the appointment as registered agent and agreed to act in this capacity.

Dated: Aug 4, 1995

Nancy J. Cass
NANCY J. CASS
Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF NORTH CAROLINA
COUNTY OF GUILFORD

95 AUG 10 AM 11:31

I, PHILLIP D. ROSENBAUM, hereby declare under penalties of perjury that the following statements are true:


1. Rug Crafters of North Carolina, L.C.
has at least two members;
2. The total amount contributed by the Members is \$100.00;
3. The agreed value of property other than cash contributed by members is \$25,000; and
4. The total amount of cash or property anticipated to be contributed by members is \$ 1,025,100. This total includes amounts from 2 and 3 above.

Phillip D. Rosenbaum
PHILLIP D. ROSENBAUM, manager

Sworn to and subscribed before me this 2nd day of August, 1995.

Diane M. Lindsey
Notary Public
My Commission Expires: 11/26/99

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 96 JUL 24 AM 9:12	
FILING FEE \$ 230.75		Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company RUG CRAFTERS OF NORTH CAROLINA, L.C. 5 WINDY COURT GUILFORD INDUSTRIAL PARK GREENSBORO NC 27409		DOCUMENT #L95000000612			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 08/10/1995 3a. State of Formation FL 4. FEI Number APPLIED FOR <input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 5. Date of Last Report 6. Certificate of Status Desired <input type="checkbox"/>	
7. Name and Address of Current Registered Agent CASS, NANCY J ESQ 224 HYDE PARK AVE., SUITE 375 TAMPA FL 33606		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code			
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____ DATE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	ROSENBAUM, PHILLIP	5 WINDY COURT GUILFORD IND		GREENSBORO NC	
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE: P.D. Rosenbaum P.D. Rosenbaum 3/25/96 910-294-1446 <small>SIGNATURE AND PRINTED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #</small>					