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CLAUDE PIGUET
9349 Heathridge Drive,
West Palm Beach, Florida 33411

TELEPHONE (561) 753 91 77
TELEPHONE (561) 889 44 43

February 5, 2001

Secretary of state
Division of corporation
P.O. Box 6237
Tallahassee, FL 32314

300003674973--4
-02/12/01--01134--014
*****78.75 *****78.75

Re: ACTION RUG & TILE INC.
Our File Number: 0001

Dear Madam or Sir:

Accompanying this letter you will find an original If the ARTICLES OF INCORPORATION and REGISTERED AGENT DESIGNATION for the above referenced entity, and a check in the amount of \$78.75, to cover your fee for filling the ARTICLES OF INCORPORATION and REGISTERED AGENT DESIGNATION, and furnishing a CERTIFICATE OF CORPORATION.

Kindly direct the return file stamped copies of the documents to the undersigned at the above address.

Thank you.

Sincerely,


CLAUDE PIGUET

CP/PC

pay
2/13/01
4v

**ARTICLES OF INCORPORATION OF
ACTION RUG & TILE INC.**

FILED

01 FEB 14 AM 11:07

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be ACTION RUG & TILE INC.

ARTICLE II - DURATION

The term for which the corporation shall exist shall be perpetual, and its existence shall begin on the date of the execution of these Articles.

ARTICLES III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLES IV - PRINCIPAL OFFICE

The principal place of business and mailing address for the corporation shall be: c/o Claude Piguet, 9349 Heathridge Drive, West Palm Beach, Florida, 33411.

ARTICLE V - SHARES

The corporation is authorized to issue TWO HUNDRED (200) shares of ONE DOLLAR (\$1.00) par value, non-assessable stock.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Claude Piguet, 9349 Heathridge Drive, West Palm Beach FL, 33411.

*I HEREBY ACCEPT THE APPOINTMENT
AS REGISTERED AGENT
C. Piguet*

ARTICLE VII - AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is: Claude Piguet, 9349 Heathridge Drive, West Palm Beach, 33411.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The corporation shall initially have two (2) directors. The number of Directors may be either increased or diminished from time to time, but may never be less than one (1). The name and addresses of the initial Director is Claude PIGUET, with the address Claude Piguet, 9349 Heathridge Drive, West Palm Beach, FL 9349 and Georges Toledano with address Geoges Toledano 19588 Saturnia Lake Drive FL, 33498.

ARTICLE X - MEETING BY CONFERENCE TELEPHONE

Members of the board of Directors may participate in meeting of the Board of Directors by means of conference telephone, as provided by law.

ARTICLE XI - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII - SHAREHOLDER'S MEETING

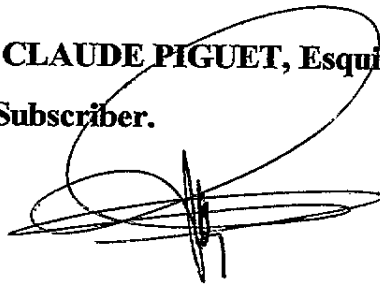
Except as may be provided otherwise in the BYLAWS, any annual or special meeting of the Shareholders may be held within or outside the State of Florida, and any Shareholder may waive notice of any meeting, whether before, during or after the meeting.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 5th day of February, 2001.

CLAUDE PIGUET, Esquire
Subscriber.

A handwritten signature in black ink, appearing to be 'Claude Piguet', written over the printed name and title.

FILED

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

Certificate of designation

Of registered agent/ registered office

Pursuant to the provisions of sections 607.0501 or 617.0501 Florida statutes ,
The undersigned corporation, organized under the laws of the state of Florida, submits
The following statement designating a registered office/registered agent, in the state of
Florida.

1. The name of the corporation shall be Action Rug & Tile inc.
2. The name and address of the registered agent and office is:

Claude Piguet 9349 Heathridge dr. West Palm Beach FL 33411

Having been named as registered agent to accept service of process for the above
Referenced corporation at the place designated in this certificate. I hereby accept the
Appointment as registered agent and agree to act in such capacity.

I further agree to comply with all the provisions of the 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.

Registered Agent:

Claude Piguet, Esquire

C. PIGUET

February 13 th. 2001.

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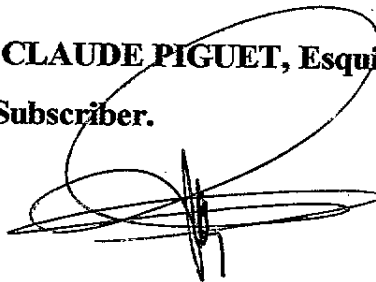
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