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01 AUG 31 AM 8:55

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

August 30, 2001

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

VIA OVERNIGHT DELIVERY

Florida Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Attn: Filing Section

Re: Saks Oriental Rugs, Inc.

Dear Sir/Madam:

Enclosed please find for filing Articles of Incorporation of the above-captioned corporation.

Enclosed is a check for \$78.75, covering the various fees incident to the filing of the Articles of Incorporation. Please send a certified copy of the Articles to my attention at the above address.

Thank you for your cooperation.

Sincerely,

  
Edwin B. Kagan

EBK/bac  
Enclosures  
cc: Khosro Eatemadpour

50aw  
9/5/01

**ARTICLES OF INCORPORATION**  
**OF**  
**SAKS ORIENTAL RUGS, INC.**

**FILED**  
01 AUG 31 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be Saks Oriental Rugs, Inc.

**ARTICLE II - MAILING ADDRESS**

The mailing address of the corporation is as follows:

1916 So. Dale Mabry Highway  
Tampa, Florida 33629

**ARTICLE III - DURATION**

The corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

**ARTICLE IV - PURPOSES**

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE V - CAPITAL STOCK**

The authorized capital stock of the corporation shall consist of one thousand (1,000) shares of common stock, having a par value of \$.001 per share.

**ARTICLE VI - INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The name of the initial Registered Agent and the street address of the initial Registered Office of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607

**ARTICLE VII - DIRECTORS**

The corporation shall have no directors initially. The affairs of the corporation shall be managed by the shareholders until such time as directors are elected by the shareholders.

**ARTICLE VIII - OFFICERS**

The following person shall serve as an officer of the corporation until the earlier of his resignation, death or removal from office or until his successor is chosen and qualifies:

<u>Name</u>	<u>Office</u>
Khosro Eatemadpour	President and Secretary/Treasurer

**ARTICLE IX - AFFILIATED TRANSACTIONS**

The corporation expressly elects, pursuant to Section 607.0901(5)(a), Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

**ARTICLE X - CONTROL-SHARE ACQUISITIONS**

The corporation exercises its right, pursuant to Section 607.0902(5), Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

**ARTICLE XI - INCORPORATOR**


The name and address of the corporation's incorporator is as follows:

<u>Name</u>	<u>Address</u>
Khosro Eatemadpour	1916 So. Dale Mabry Highway Tampa, FL 33629

**ARTICLE XII - INDEMNIFICATION**

The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation of Saks Oriental Rugs, Inc., this 30<sup>th</sup> day of August, 2001.

  
KHOSRO EATEMADPOUR, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of Saks Oriental Rugs, Inc. was sworn to and acknowledged before me this 30<sup>th</sup> day of August, 2001 by KHOSRO EATEMADPOUR.

  
Notary Public  
My Commission Expires:

Personally known \_\_\_\_\_ or Produced Identification X  
Type of Identification Produced FL DRIVERS LICENSE

**ACCEPTANCE AND ACKNOWLEDGMENT**

I hereby accept to act as Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

  
Edwin B. Kagan  
REGISTERED AGENT