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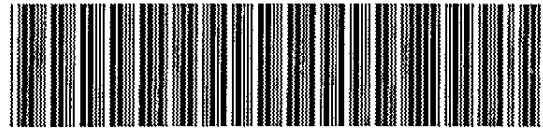
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CLERK OF SUPERIOR COURT  
COUNTY OF CALIFORNIA  
03 FEB 10 PM 2:41

2-17-03  
HC

*Bagdes & Bagdes*

*Attorneys at Law*

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407 North Wild Olive Avenue  
Daytona Beach, FL 32118

Fabian Bagdes  
Mary-Ellen Bagdes

386-258-7171  
Fax 386-258-7441

February 5, 2003

SECRETARY OF STATE  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: FOX RIDGE FIBERS AND ANTIQUES, INC.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$78.75 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

*FB*

Fabian Bagdes

Enclosures

ARTICLES OF INCORPORATION  
OF  
FOX RIDGE FIBERS AND ANTIQUES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 FEB 10 PM 2:41

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE  
NAME

The name of the corporation is FOX RIDGE FIBERS AND ANTIQUES, INC.

ARTICLE TWO  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE  
PURPOSE

The purpose for which the corporation is organized is to sell antiques and to produce and sell rugs for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR  
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE  
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX  
PRINCIPAL OFFICE

The address of the principal office of the corporation is: 820 Riverside Drive, Holly Hill, Florida 32117. This is also the mailing address of the corporation.

ARTICLE SEVEN  
REGISTERED OFFICE

The street address of the registered office of the corporation is 820 Riverside Drive, Holly Hill, Florida 32117, and the name of the initial registered agent at such address is MELISSA GLEESON.

ARTICLE EIGHT  
DIRECTORS

The board of directors shall consist of the following members:

Melissa Gleeson	820 Riverside Drive Holly Hill, FL 32117
Michael Gleeson	820 Riverside Drive Holly Hill, FL 32117

ARTICLE NINE  
INCORPORATORS

The names and addresses of the incorporators are:

Melissa Gleeson

820 Riverside Drive  
Holly Hill, FL 32117

Michael Gleeson

820 Riverside Drive  
Holly Hill, FL 32117

ARTICLE TEN  
OFFICERS

The officers of the corporation shall be:

Melissa Gleeson  
President

820 Riverside Drive  
Holly Hill, FL 32117

Michael Gleeson  
Secretary/Treasurer

820 Riverside Drive  
Holly Hill, FL 32117

ARTICLE ELEVEN  
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

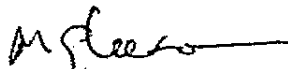
ARTICLE TWELVE  
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, we have signed our names this 5<sup>th</sup> day of February, 2003.



Melissa Gleeson



Michael Gleeson

STATE OF FLORIDA  
COUNTY OF VOLUSIA

On this 5<sup>th</sup> day of February, 2003, before me, the undersigned authority, appeared: MELISSA GLEESON, who is personally known to me or who has produced FL DL as identification; and, MICHAEL GLEESON, who is personally known to me or who has produced FL DL as identification, and whose names are subscribed to the within instrument and having been duly sworn they acknowledged that they executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.

  
Notary Signature

Seal:



Fabian Bogdes  
MY COMMISSION # DD085651 EXPIRES  
February 13, 2006  
BONDED THRU TROY FARM INSURANCE INC

**NOTICE OF REGISTERED AGENT**

TO: STATE OF FLORIDA  
DEPARTMENT OF STATE

The following is submitted in compliance with Chapter 48.091,  
Florida Statutes.

FOX RIDGE FIBERS AND ANTIQUES, INC., a corporation organizing  
under the laws of the State of Florida, with its principal office at  
820 Riverside Drive, in the City of Holly Hill, County of Volusia, in  
the State of Florida, has named Melissa Gleeson, who is located at  
820 Riverside Drive, Holly Hill, Florida 32117, as its registered  
agent to accept service of process within the State.

**DIRECTOR:**

Melissa Gleeson

Michael Gleeson

**ADDRESS:**

820 Riverside Drive  
Holly Hill, FL 32117

820 Riverside Drive  
Holly Hill, FL 32117

**ACCEPTANCE:**

I agree as resident agent to accept service of process; to keep  
office open during prescribed hours; to post my name (and the names  
of any other officers of said corporation authorized to accept  
service of process at the above Florida designated address) in some  
conspicuous place as required by law.

  
\_\_\_\_\_  
Melissa Gleeson