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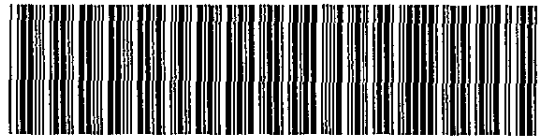
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TALLAHASSEE, FLORIDA

DB 3/26

VERNIS & BOWLING

OF MIAMI, P.A.

ATTORNEYS AT LAW

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March 20, 2003

Via FedEx Overnight Delivery

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

Re: **BRANSTAN CLARKE CARPETS, INC.**

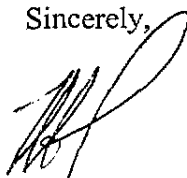
Dear Sir or Madam:

Enclosed please find Articles of Incorporation of the above company for filing with your office, together with a check for \$78.75 to cover filing fees.

Please send your usual acknowledgments to this office when the filing process has been completed and provide us with a Certified Copy of said Articles.

Should you require anything further, please do not hesitate to contact the undersigned.

Sincerely,



Matthew Kish, Esq.

Encl.

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ARTICLES OF INCORPORATION
OF
BRANSTAN CLARKE CARPETS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is BRANSTAN CLARKE CARPETS, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares of One Dollar par value (\$1.00) common stock which shares shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office of this Corporation is:

2309 S.E. 19th Place
Fort Lauderdale, Florida 33316

The name of the initial registered agent of this corporation is:

Branstan Clarke

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of initial Director of the Corporation is:

Branstan Clarke
2309 S.E. 19th Place
Fort Lauderdale, Florida 33316

ARTICLE VII - AMENDMENTS

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

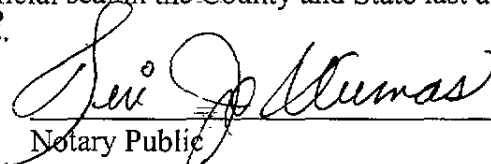
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on March 20, 2003.


BRANSTAN CLARKE

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

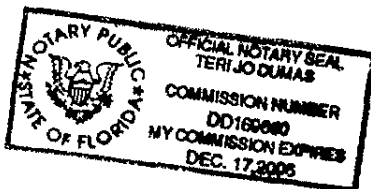
SWORN TO AND SUBSCRIBED before me on this March 20, 2003 by BRANSTAN CLARKE, who is personally known to me or produced a valid driver's license as identification, and who did/did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of March, 2003.


Notary Public

TERI JO DUMAS

Typed, printed or stamped name of Notary Public
My Commission Expires:



CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITH THE STATE OF FLORIDA
NAMING AGENT UPON WHICH WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: That BRANSTAN CLARKE CARPETS, INC. is qualified to do business under the laws of the State of Florida with its principal office located at:


2309 S.E. 19th Place
Fort Lauderdale, Florida 33316

Second: That BRANSTAN CLARKE CARPETS, INC. has appointed as its agent to accept service of process within the State of Florida:

Branstan Clarke

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, a place designated in this certificate, I am familiar with, and hereby accept the duties and responsibilities as registered agent for said corporation and agree to comply with the provisions of said Act relative to keeping open said office.


BRANSTAN CLARKE
Registered Agent

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TALLAHASSEE, FLORIDA