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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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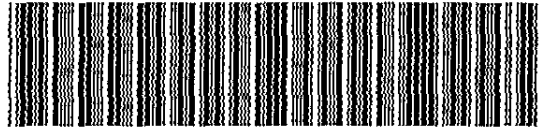
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/2/2003

Bruce A. Haught, P.A.

ATTORNEY AT LAW

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June 19, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Palace Rugs, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is a check for \$140.00 to cover filing fees. Please return a file-marked copy to the undersigned. We also enclosed an Account Deposit slip with a \$500.00 check to credit towards our account.

Thank you for your professional assistance in this matter.

Sincerely,



MaryCatherine Price
Receptionist to Bruce A. Haught,

Esq.

/mp

Enclosures:as stated

ARTICLES OF INCORPORATION
OF
PALACE RUGS, INC.

ARTICLE I - NAME

The name of this corporation is PALACE RUGS, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 3906 Highway 98, Suite 34, Santa Rosa Beach, FL 32459.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated common shares.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Bruce A. Haught, 385 Highway 98, Suite 220, Destin, FL 32541.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is Bruce A. Haught, 385 Highway 98, Suite 220, Destin, FL 32541.

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX - ACTION WITHOUT A MEETING

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

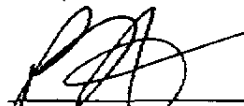
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TALLAHASSEE, FLORIDA

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by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 20th day of June, 2003.



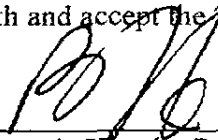
Bruce A. Haught, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is PALACE RUGS, INC.
2. The name and address of the registered agent and office is Bruce A. Haught, 385 Highway 98, Suite 220, Destin, FL 32541.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further 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 20th day of June, 2003.



Bruce A. Haught, Registered Agent

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