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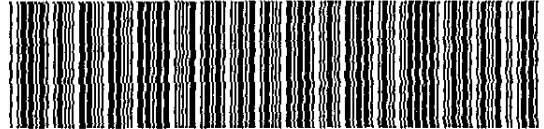
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PAXTON & WILLIAMS

ATTORNEYS AT LAW
606 BOSTON AVENUE
FORT PIERCE, FLORIDA 34950

NORMAN L. PAXTON, JR.
GEORGE L. WILLIAMS, III

TELEPHONE
772-465-5795

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772-465-1030

July 15, 2004

VIA FEDERAL EXPRESS

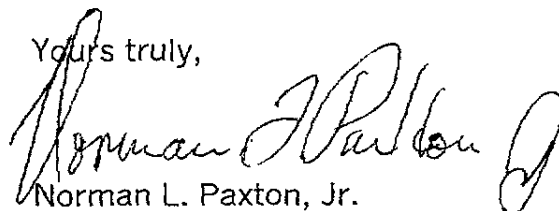
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: The Rug Room, Inc.

Dear Sir/Madam,

Enclosed for filing are the original and a copy of the Articles of Incorporation for the above corporation. Also enclosed is a check in the amount of \$78.75, for filing fees and certified copy. Please return the certified copy of the articles to this office.

Yours truly,


Norman L. Paxton, Jr.

NLP/lmh

Enclosure

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 JUL 15 2:11:45 PM '04

ARTICLES OF INCORPORATION
OF
THE RUG ROOM, INC.

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the corporation is The Rug Room, Inc.

ARTICLE II
DURATION

The duration of the corporation is perpetual.

ARTICLE III
PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV
AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

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DIVISION 1

ARTICLE V
PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms, and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI
PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 2769 Peters Road, Ft. Pierce, FL 34945.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2769 Peters Road, Ft. Pierce, FL 34945, and the name of the corporation's initial registered agent at that address is Mehmet Veysi Gokcen.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Mehmet Veysi Gokcen	3208 Linda Vista Avenue Ft. Pierce, FL 34982
Mary Gokcen	3208 Linda Vista Avenue Ft. Pierce, FL 34982
Marsha Lockwood	4173 D Gator Trace Villas Circle Ft. Pierce, FL 34982

ARTICLE IX
INCORPORATORS

The names and street addresses of the Incorporators signing these Articles of Incorporation are:


<u>NAME</u>	<u>ADDRESS</u>
Mehmet Veysi Gokcen	3208 Linda Vista Avenue Ft. Pierce, FL 34982
Mary Gokcen	3208 Linda Vista Avenue Ft. Pierce, FL 34982
Marsha Lockwood	4173 D Gator Trace Villas Circle Ft. Pierce, FL 34982

**ARTICLE X
AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 15th day of July, 2004.


Mehmet Veysi Gokcen
Incorporator


Mary Gokcen
Incorporator

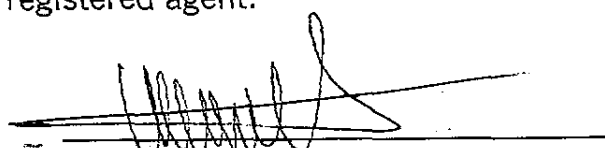

Marsha Lockwood
Incorporator

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04 JUL 16 AM 11:45
DIVISION OF CORPORATIONS
SECRETARY OF STATE

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these Articles, 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 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.

Date: 07/15/04


Mehmet Veysi Gokcen