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LAW OFFICES OF  
**MICHAEL SCHIFFRIN & ASSOCIATES, P.A.**

SUITE 400 SUNBANK INTERNATIONAL CENTER  
ONE SOUTHEAST THIRD AVENUE  
MIAMI, FLORIDA 33131

TELEPHONE (305) 573-0900  
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June 12, 1995

ASSOCIATED OFFICE

**BKELNEK Y ASOCIADOS, S.C.**  
RUE JUAN DE LOS RIOS 55, PISO  
QUINTA LUGARTEMPO, C.P. 06500  
MEXICO, D.F. (MEXICO CITY)  
TELEPHONE (52) 52 2 65  
TELEFAX (52) 52 2 74

Secretary of State  
State of Florida  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32301

400001514854  
-06/15/95--01081--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Master Carpets, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Designation and Acceptance of Registered Agent for the above-captioned corporation, along with our check in the amount of \$122.50 representing your fee for incorporation. Please register this corporation with the Secretary of State and return the Certificate of Incorporation to the undersigned.

If you should have any questions or need anything further, please advise immediately.

Very truly yours,

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

MICHAEL SCHIFFRIN, ESQ.

MS/ine

Our File: Master Carpets / Corporate File

SAB  
6/19/95

ARTICLES OF INCORPORATION

OF

MASTER CARPETS, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name of this corporation shall be:

MASTER CARPETS, INC.

and its principal office shall temporarily be located at:

18030 South Dixie Highway  
Perrine, Florida 33157

ARTICLE II - NATURE OF BUSINESS

The general purpose for which this corporation is organized is to transact any and all lawful business for which the corporation may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - AUTHORIZED SHARES

The corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

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MICHAEL SCHIFFERIN & ASSOCIATES, P.A.

SUITE 1400, SUNBANK INTERNATIONAL CENTER • ONE SOUTHEAST THIRD AVENUE • MIAMI, FLORIDA 33131 • (305) 539-0000 • FAX (305) 371-6934

#### ARTICLE IV - DIRECTORS NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

NAME

STREET ADDRESS

Omar Gonzalez

18030 South Dixie Highway  
Perrine, Florida 33157

#### ARTICLE V - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is as follows:

NAME

STREET ADDRESS

Omar Gonzalez

18030 South Dixie Highway  
Perrine, Florida 33157

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:



1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. In addition to other powers granted by these Articles of Incorporation and by law, the Corporation shall have power to adopt By-Laws not inconsistent with law or these Articles of Incorporation, and to change, amend and repeal the name, for the exercise and government of its affairs and property, the transfer of its records of its stock or other securities, and

4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers, or otherwise.
5. The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

  
OMAR GONZALEZ, Incorporator

BEFORE ME, the undersigned authority, appeared **OMAR GONZALEZ, [X]** to me personally known; or who produced \_\_\_\_\_ as identification, who after first being duly sworn stated that he is the person subscribing to the above and foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

hereunto set my hand and seal at Miami, Da

  
NOTARY PUBLIC - STATE OF FLORIDA  
(SEAL): 

PRINT NAME: Michael Scheraga  
COMMISSION NO.: 06 222567  
EXPIRATION DATE: 10-10-97

DESIGNATION AND ACCEPTANCE


OF

REGISTERED AGENT

PURSUANT to Chapters 48.091 and 607, Florida Statutes, **MASTER CARPETS, INC.**, having filed its Articles of Incorporation contemporaneously herewith, with its principal offices as indicated therein being temporarily at 18030 South Dixie Highway, Perrine, Florida 33157, has named MICHAEL SCHIFFRIN, located at Suite 1400 - SunBank International Center, One Southeast Third Avenue, Miami, Florida 33131, as its registered agent to accept service of process within this State.

  
OMAR GONZALEZ, Incorporator

HAVING been named as registered agent to accept service of process for the above stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

  
\_\_\_\_\_  
MICHAEL SCHIFFRIN, ESQ.  
Michael Schiffrin & Associates  
Suite 1400 - SunBank International Center,  
One Southeast Third Avenue  
Miami, Florida 33131  
Telephone: (305) 539-0000

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