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BUCKINGHAM, DOOLITTLE & BURROUGHS, LLP

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Akron
Belden Village
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Cleveland
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Naples

January 22, 1999

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

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-01/28/99-01069-008
*****43.75 *****43.75

Re: **Royal Rug Systems, Inc.**

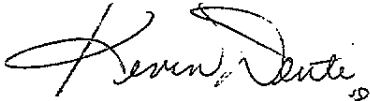
Gentlemen:

Enclosed please find Statement of Change with regard to the above referenced-matter.

Please record this document and return to me at your earliest convenience. A check in the amount of \$43.75 is enclosed herewith to cover the cost of recordation.

Thank you for your cooperation in this regard.

Very truly yours,



Kevin A. Denti

KAD:jsd

Enclosures

«NAP:12779_1»

cc: Mr. Mark Riccio
Mr. Neal White

FILED
99 JAN 28 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA Change
2-3-99
CC

STATEMENT OF CHANGE
OF ROYAL RUG SYSTEMS, INC.

FILED
99 JAN 28 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is ROYAL RUG SYSTEMS, INC.
2. The street address of its current registered office is 4328 Corporate Square, Suite C, Naples, Florida 34104.
3. The street address of the new registered office is 1853 Trade Center Way
Naples, Florida 34109.
4. The name of the current registered agent is Michael R. Pinter, Esquire.
5. The name of the new registered agent is Neal D. White.
6. The street address of the new registered office is identical to the street address of the business office of the new registered agent.
7. The foregoing changes in registered office and registered agent were authorized by a duly adopted resolution of the Board of Directors of the corporation.

ROYAL RUG SYSTEMS, INC.,
a Florida corporation

By: Neal D White Pres.
Neal D. White, President

The undersigned hereby accepts his appointment as the registered agent of Royal Rug Systems, Inc., a Florida corporation, and states that he is familiar with the duties and responsibilities of a registered agent under Florida law.

Neal D White
NEAL D. WHITE