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* BOARD CERTIFIED CIVIL TRIAL LAWYER

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† ADMITTED IN GEORGIA ONLY

November 11, 1996

VIA - FEDERAL EXPRESS

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

Attention: New Filing Section


Re: Florida Rugs, Inc.

Dear Madam or Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of Florida Rugs, Inc. and our firm's check payable to the Secretary of State in the amount of \$70.00 representing the filing fee.

Please call me at (904) 354-4141 if any additional information is required.

Very truly yours,


Barry C. Averitt

BCA/dhw

Enclosures

FILED
96 NOV 12 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

RECEIVED

11-11-96

PAH
11/14/96

ARTICLES OF INCORPORATION
OF
FLORIDA RUGS, INC.

FILED

96 NOV 12 PM 2:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

EXPIRATION DATE

The name of this Corporation is Florida Rugs, Inc., and the principal business address of the Corporation is 7816 Southside Boulevard, #61, Jacksonville, Florida 32256.

ARTICLE II - COMMENCEMENT AND DURATION

Pursuant to Section 607.0203, Florida Statutes, this Corporation shall commence upon the date of execution of these Articles of Incorporation. This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL

This Corporation is authorized to issue 1,000 shares of Common Stock, all of which shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is One Independent Drive, Suite 2000, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Kirschner, Main, Graham, Tanner & Demont, Professional Association.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be two (2), and the names and addresses of the people who are to serve as the members thereof are:

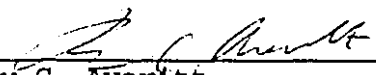
<u>Name</u>	<u>Address</u>
Hamid Hazrati	7816 Southside Boulevard, #61 Jacksonville, FL 32256
Rambod Borna	8787 Southside Boulevard, #4709 Jacksonville, FL 32256

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Barry C. Averitt	One Independent Drive, Suite 2000 Jacksonville, FL 32202

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of November, 1996.



Barry C. Averitt

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Florida Rugs, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Kirschner, Main, Graham, Tanner & Demont, Professional Association, as its agent to accept service of process within Florida.

Barry C. Averitt
Incorporator
Barry C. Averitt

Date: *November 11*, 1996

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, Kirschner, Main, Graham, Tanner & Demont, Professional Association, hereby agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

KIRSCHNER, MAIN, GRAHAM,
TANNER & DEMONT
PROFESSIONAL ASSOCIATION

By: *Barry C. Averitt*
Name: Barry C. Averitt
Title: Vice President

Date: *November 11*, 1996

FILED
96 NOV 12 PM 2:06
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA