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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: EL DORAL CARPET GALLERY, INC.  
AUDIT NUMBER.....H97000003506  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0  
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TALLAHASSEE, FLORIDA

*[Handwritten signature]*  
2/28/97

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ARTICLES OF INCORPORATION OF

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EL DORAL CARPET GALLERY, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I- NAME:

The name of this corporation is:

EL DORAL CARPET GALLERY, INC.

ARTICLE II-DURATION:

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III-PURPOSE:

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV-CAPITAL STOCK:

This corporation is authorized to issue sixty (60) shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

Prepared by: Roberto F. Fleitas  
782 NW Le Jeune Rd., # 550  
Miami, Florida 33126  
Florida Bar No: 0273546

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EMPIRE CORPORATE KIT

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ARTICLE V-PREEMPTIVE RIGHTS:

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT:

The street address of the principal office of this corporation is:

9100 SW 68th Street, Miami, Florida 33173

The name of the initial registered agent of this corporation is:

MANUEL FERNANDEZ

ARTICLE VII-INITIAL BOARD OF DIRECTORS:

This corporation shall have one (1) director(s), initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is (are):

MANUEL FERNANDEZ  
9100 SW 68th Street  
Miami, Florida 33173

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ARTICLE VIII-INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX-INCORPORATORS:

The name and address of the person(s) signing these articles of incorporation is (are):

MANUEL FERNANDEZ  
9100 SW 68th Street  
Miami, Florida 33173

IN WITNESS WHEREOF, the undersigned subscriber(s)  
has (have) executed these Articles of Incorporation this 27 day of  
February, 1997.



MANUEL FERNANDEZ

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STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared

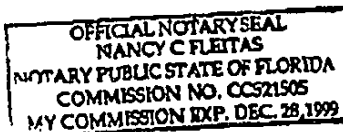
MANUEL FERNANDEZ

known to me and known by me to be the person (s) who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

The foregoing instrument was acknowledged before me on this 27 day of February, 1997, by Manuel Fernandez who is ( are ) personally known to me or who have produced driver license as identification and who did take an oath.

seal:

  
NOTARY PUBLIC - STATE OF FLORIDA



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

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following  
is submitted: EL DORAL CARPET GALLERY, INC.  
desiring to organize or qualify under the laws of the State of Florida, with its  
principal place of business in the City of Miami, County of Dade, State of  
Florida, has named: MANUEL FERNANDEZ

as its agent to accept service of process within the State of  
Florida, with the registered address as: 9100 SW 68th Street, Miami, Florida 33173

\*\*\*\*\*

ACKNOWLEDGMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN  
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,  
AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

DATED: THE 27 DAY OF February, 1997

*Manuel Fernandez*

REGISTERED AGENT  
MANUEL FERNANDEZ

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