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7/25/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: CEZHAR'S OF MIAMI, INC.

AUDIT NUMBER.....H97000012205

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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B. RECORDED JUL 28 1997

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CEZHAR'S OF MIAMI, INC.

We the undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities - and liabilities of incorporation for profit and subject to the following provisions.

ARTICLE I

The name of the corporation shall be:  
CEZHAR'S OF MIAMI, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized with the purpose to engage - in the transaction of distribution of oriental rugs, all carpets, items related to, etc. ----- and all other lawfull activities of business permitted under the laws of the State of Florida and of the United --- States of America.

ARTICLE IV

The agregate maximum number of shares which this corpora-- tion shall have authority to issue and have outstanding at anyone time is: 500 Hundred Shares at One Dollar Value.

ARTICLE V

This corporation shall begin business with no less than -- Five Hundred Dollars (\$500.00)

ARTICLE VI

The post office address of the principal office of this -- corporation shall be: 1730 Biscayne Boulevard, Miami, Fla. 33132.

Prepared By:  
Jimenez & Assosciates, P.A.  
454 N.W. 22nd Ave. Suite 209  
Miami, Florida 33125 (Tel. 541-4714)

H 97000012205

H 97000012205

ARTICLE VII

The name and address of the initial Registered Office of --  
this corporation in the State of Florida is:

Blanca Bacigalupi  
1730 Biscayne Boulevard  
Miami, Florida 33132

ARTICLE VIII

The business of the corporation shall be managed by a Board  
of Directors. The number of Directors, no less than one, no  
more than five and shall be fixed by resolution of the ----  
stockholders at regular or special meetings, subject to the  
manner of holding such meetings prescribed by the by-laws.

ARTICLE IX

The name and post office address of the members of the Board  
of Directors who shall serve as members thereof, are as ----  
follows:

NAME	OFFICE	ADDRESS
Blanca Hernandez	President	1730 Biscayne Blvd. Miami, Florida 33132
Blanca Bacigalupi	Secretary	1730 Biscayne Blvd. Miami, Florida 33132

ARTICLE X

The name and address of the incorporator executing these  
Articles of Incorporation is:

Blanca Hernandez      1730 Biscayne Blvd. Miami, Fla. 33132

ARTICLE XI

Each stockholder before offering to sell or otherwise dispose  
of the stock of this corporation, owned by him first offer --  
such stock to the remaining stockholders of this corporation  
and obtaining their refusal to purchase same, proceed to sell  
at the fair market value thereof.

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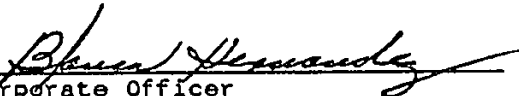
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT=REGISTERED OFFICE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida --  
Statutes, the undersigned corporation, organized under the  
laws of the State of Florida, submits the following ----  
statement in designating the registered office/registered  
agent in the State of Florida.

The name of the Corporation is CEZHAR'S OF MIAMI, INC.

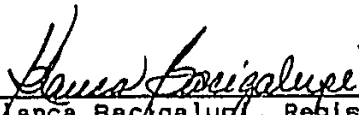
The name and address of the Registered Agent and office is  
Blanca Bacigalupi, 1730 Biscayne Boulevard, Miami, Florida  
33132.

  
Corporate Officer

Title: President

Dated: May 16, 1997.

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certifi-  
cate, 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; and ---  
accept the duties and obligations of section 607.325,, Flori-  
da Statutes.

  
Blanca Bacigalupi, Registered  
Agent, accepting office.

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