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Accounting Management Advisors

Established Since 1968

320 North Dixie Hwy.  
Lake Worth, Florida 33460

Tel: (407) 582-3351  
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August 7th, 1997

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

Re: S & A ORIENTAL RUGS, INC.

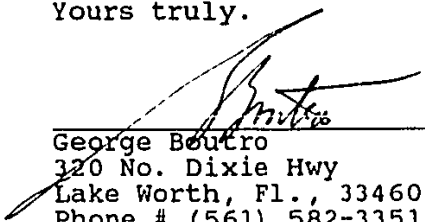
Gentlemen:

Please find enclosed the Articles of Incorporation  
for the subject entity and our check for \$ 122.50  
to cover your fees.

Please forward copies of the Articles and Certificate  
to me.

Thanking you beforehand for your kind help,

Yours truly.

  
George Boutro  
320 No. Dixie Hwy  
Lake Worth, Fl., 33460.  
Phone # (561) 582-3351

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TALLAHASSEE, FLA.

ARTICLES OF INCORPORATION  
of

S & A ORIENTAL RUGS , INC

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for that purpose I hereby certify, declare and set forth as follows, to wit:

Article I - Corporate Name

The name of the Corporation shall be :

S & A ORIENTAL RUGS , INC

Article II - Location

The Corporate Location and mailing address are :

940 SWEETWATER LANE # 204  
BOCA RATON, FL., 33431

Article III - Existence

The corporation shall exist perpetually unless dissolved according to Florida law.

Article IV - Purpose

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

Article V - Capital Stock

The corporation is authorized to issue ONE THOUSAND (1,000) shares at dollar (\$1.00) ONE par value, which shall be designated " Common Shares ".

Article VI - Initial Registered Office of Agent

The name of the Registered Agent and the street address of the initial registered office of the Corporation are :

SOHEILA S FARSHCHI  
940 SWEETWATER LANE # 204  
BOCA RATON, FL., 33431

#### Article VII - Officers and Directors

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The Corporation at all times shall have at least ( 1 ) one director. No person shall be required to own, hold or control stock in the corporation as a condition to holding an office in the corporation.

The name and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

SOHEILA S FARSHCHI  
940 SWEETWATER LANE # 204  
BOCA RATON, FL., 33431

#### Article VIII - Incorporators

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The name and address of the person signing these Articles are :

SOHEILA S FARSHCHI  
940 SWEETWATER LANE # 204  
BOCA RATON, FL., 33431

#### Article IX - Bylaws

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The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of directors and shareholders.

#### Article X

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

## Article XI - Voting Rights

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Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of stock.

## Article XII

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The corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of the corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this August 7th, 1997

SOHEILA S FARSHCHI

STATE OF FLORIDA  
COUNTY OF PALM BEACH:

BEFORE ME, the undersigned Notary Public, duly authorized in the State and County aforesaid to take acknowledgements and administer oaths, personally appeared

SOHEILA S FARSHCHI

who is personally known by me and who in my presence executed the foregoing instrument and who under oath acknowledged before me that he executed same.

WITNESS my hand and official seal in the County & State as aforesaid this August 7th, 1997

  
Notary Public

State of Florida at Large  
My commission expires:



Certificate designating place of business or domicile  
for the Service of Process within the State of Florida,  
naming agent upon whom Process may be served.

SOHEILA S FARSHCHI

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:  
First that,

S & A ORIENTAL RUGS , INC  
desiring to organize under the laws of the State of  
Florida with its principal office, as indicated in the  
Articles of Incorporation at

940 SWEETWATER LANE # 204  
BOCA RATON, FL., 33431

has named :

SOHEILA S FARSHCHI  
940 SWEETWATER LANE # 204  
BOCA RATON, FL., 33431

as its agent to accept service of process within this  
State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the  
above stated corporation, at the place designated in  
this certificate, I hereby accept to act in this  
capacity and agree to comply with the provision of  
said Act relative to keeping open said office.

\_\_\_\_\_  
SOHEILA S FARSHCHI

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FILED