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April 21, 1998

P 980000 3802

FILED
APR 24 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
PROX. LEGAL
LESLIE P. GINOCCHIO, CLS

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Certified Mail - Return Receipt
Requested # Z 261 175 570

Attn: New Filings

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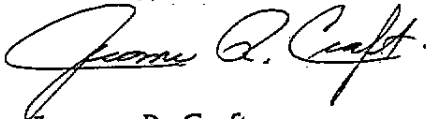
Re: **AVAKIAN'S ORIENTAL RUGS, INC.**

To Whom it May Concern:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office necessary to incorporate the above corporation, AVAKIAN'S ORIENTAL RUGS, INC., together with our check in the amount of \$122.50 to cover the cost of filing same. Also enclosed is a self addressed, stamped envelope for your convenience when returning a certified copy of the Articles upon filing same.

Thank you for your assistance in this matter. Should you have any questions at all, please do not hesitate to contact this office.

Sincerely,



Jerome R. Craft

JRC:cac

Encls.

cc: Mr. Paul Avakian

F. CHESSE

APR 28 1998

ARTICLES OF INCORPORATION
OF
AVAKIAN'S ORIENTAL RUGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be Avakian's Oriental Rugs, Inc.

ARTICLE II. PRINCIPAL OFFICE ADDRESS

The principal office and mailing address of the corporation is 11940 U.S. Highway 1, Suite #108, North Palm Beach, Florida 33408.

ARTICLE III. DURATION

The corporation shall have perpetual existence.

ARTICLE IV. PURPOSE

The purposes for which the corporation is organized are:

A. To engage in and to own, operate and run, conduct and manage a retail oriental rug business and any and all products and services in connection therewith.

B. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer and otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and service, of every class, kind, and description; to engage in any commercial and industrial enterprise calculated or designed to be profitable to the corporation and in conformity with the laws of the State of Florida.

C. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE V. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is One Thousand (1000) all of which shall be Common Shares with a par value of \$1.00.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is and the name of the initial registered agent of this corporation at that address is JEROME R. CRAFT, ESQ., shall serve to signify his acceptance and agreement to act as registered agent for this corporation in the manner prescribed by the laws of Florida.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of one member initially. The number of directors may be increased or diminished from time to time according to the Bylaws of corporation adopted by the Shareholders.

The names and addresses of the first Board of Directors are:

NAME	ADDRESS
PAUL AVAKIAN/PRESIDENT	11940 U.S. Highway 1, Suite #108 North Palm Beach, FL 33408

ARTICLE VIII. INCORPORATOR

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

PAUL AVAKIAN	11940 U.S. Highway 1, Suite #108 North Palm Beach, Florida 33408
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22nd IN WITNESS WHEREOF, the undersigned incorporator has subscribed his name this day of April, 1998.

Paul K. Avakian
Paul Avakian, Incorporator

STATE OF Florida
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me on April 22, 1998, by PAUL AVAKIAN who is/are personally known to me or who produced N/A as identification.

My Commission Expires:

Leslie Ginocchio
LESLIE GINOCCHIO (Print)
Notary Public

(SEAL)



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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.

1. The name of the corporation is: AVAKIAN'S ORIENTAL RUGS, INC.

2. The name and street address of the registered agent and office is: _____

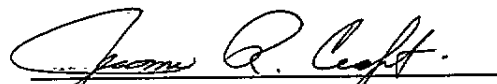
JEROME R. CRAFT, ESQUIRE

3418 Poinsettia Avenue

West Palm Beach, Florida 33407

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Jerome R. Craft, Esquire
(Registered Agent)