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AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

May 6, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

000002518620--0
-05/11/98--01084--004
***122.50 ***122.50

RE: RUG LINK, Inc. - Filing of Corporation

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation/Designation of Registered Agent for Rug Link, Inc. Also enclosed is our law firm's check in the amount of \$122.50 in payment of the following costs for connected with filing the document for Rug Link, Inc.:

Filing Fee:	\$ 35.00
Certified Copy:	52.50
Certificate of Registered Agent	<u>35.00</u>
TOTAL	<u>\$122.50</u>

Kindly file the Articles of Incorporation and Designation of Registered Agent and return a conformed copy to the undersigned. I have enclosed a self-addressed stamped envelope for your convenience in returning the documents. Thank you in advance.

Very truly yours,

Claudia L. Liberman, Legal Assistant

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98 MAY 11 AM 8:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

RUG LINK, INC.

ARTICLE I

NAME

The name of this corporation is

RUG LINK, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To own and operate a wholesale sales representation business.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him/her from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of

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TALLAHASSEE FLORIDA

directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is P. Scott Hayim, 4700 N.W. 26th Way, Boca Raton, Florida 33434. The initial registered agent of this corporation is P. Scott Hayim, with his address at 4700 N.W. 26th Way, Boca Raton, Florida 33434. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) Directors, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Directors of this corporation is:

P. Scott Hayim	4700 N.W. 26th Way Boca Raton, Florida 33434
Melanie Hayim	4700 N.W. 26th Way Boca Raton, Florida 33434

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these

Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII
INCORPORATOR

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

P. Scott Hayim
4700 N.W. 26th Way
Boca Raton, Florida 33434

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of April, 1998.

P. Scott Hayti

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Sworn to and subscribed before me this 2nd day of April, 1998, by P. Scott Hayim, who is personally known to me (or ~~who has produced~~
/ / as identification) and who did take an oath.

(SEAL)

Marcia J. McKee
Print Name: Marcia J. McKee
Notary Public, State of Florida



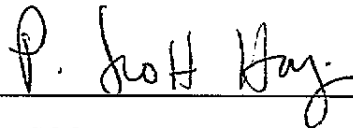
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

First--That RUG LINK, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida has named P. Scott Hayim, 4700 N.W. 26th Way, Boca Raton, Florida 33434 its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at 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.



P. SCOTT HAYIM

(Registered Agent)

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98 MAY 11 AM 8:36
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TALLAHASSEE FLORIDA