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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

SECRETARY OF STATE
ALAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

R & I CARPET SERVICES CORP.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
R & I CARPET SERVICES CORP.

The undersigned incorporators, for the purpose of forming a corporation, under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:
R & I CARPET SERVICES CORP.
The principal place of business shall be:
9431 sw 4 st ste 403 Miami FL 33174

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 1000 shares of \$ 1.00, which shall be designated "Common Shares".

ARTICLE IV TERM OF EXISTENCE

The Laws of State of Florida, the date on which corporate existence shall begin of the State of Florida. This corporation is to exist perpetually, unless sooner dissolved in accordance with the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected is (are):

RICHARD S CRUZ President 3023 SW 22 TERR MIAMI FL 33145
ILKA R HAWKINS V.Pres/Tre 3023 SW 22 TERR MIAMI FL 33145
JOANA CRUZ Secretary 9431 SW 4 ST 403 MIAMI FL 33174

Prepared by: Juan Figueroa 1511 East 4th Ave.
Hialeah, FL 33010 (305)885-7788

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

RICHARD S CRUZ	3023 SW 22 TERRACE	MIAMI FL 33145
ILKA R HAWKINS	3023 SW 22 TERRACE	MIAMI FL 33145
JOANA CRUZ	9431 SW 4 ST AP 403	MIAMI FL 33174

ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE VIII AMENDMENT

These Articles of Incorporation may be amended in any manner consistent with the Laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator(s) has have executed these Articles of Incorporation, this 9th day of December, 1998.

Richard S Cruz - President

Ilka R Hawkins - V/Pres - Treasurer

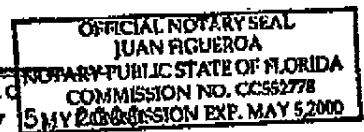
Joana Cruz - Secretary

STATE OF FLORIDA
COUNTY DADE

THE FOREGOING instrument was acknowledged and sworn to before me this 9th day of December, 1998, by Richard S Cruz, Ilka Hawkins and Joana Cruz, of R & I CARPET SERVICES CORP.

Notary Public

My commission expires May



CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

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.

1. The name of the Corporation is:

R & I CARPET SERVICES CORP.

2. The name and address of the Registered Agent and Office is:

RICHARD S CRUZ
3023 SW 22 TEWRR
MIAMI FL 33145

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TALLAHASSEE, FLORIDA

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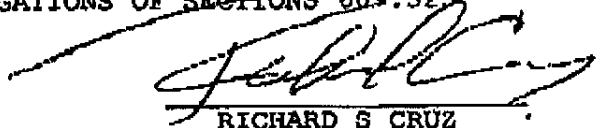


RICHARD S CRUZ
President

December 9th, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE.

I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTIONS 607.325 FLORIDA STATUTES.



RICHARD S CRUZ

DECEMBER 9TH, 1998