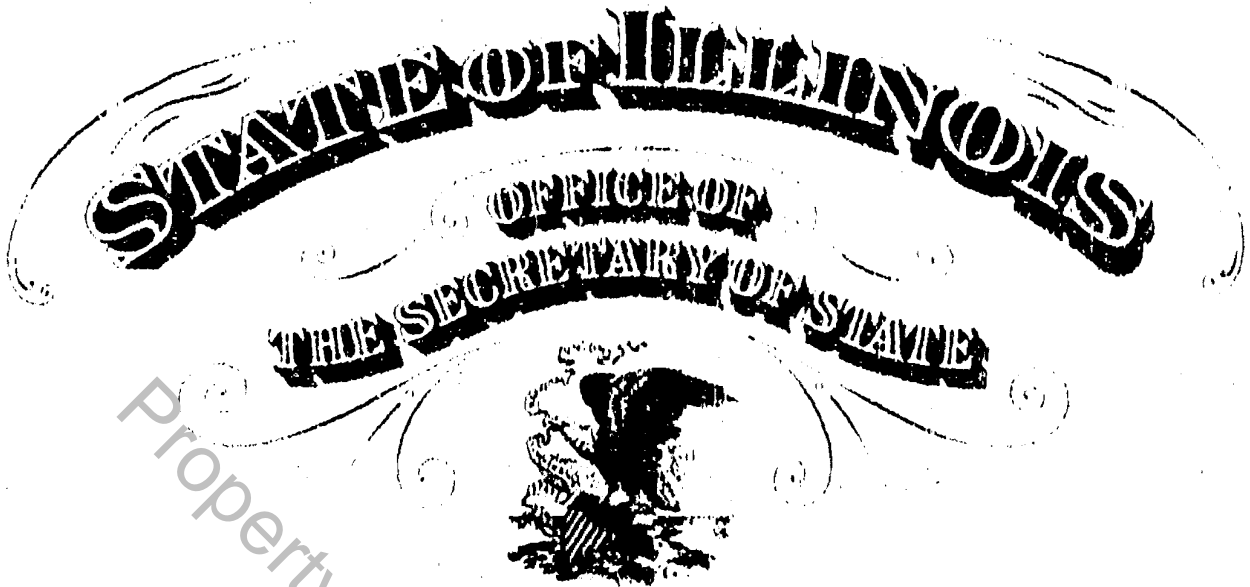


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File Number

5765-544 2 9 7 3



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Whereas,

ARTICLES OF INCORPORATION OF
A&E CARPETS, LTD.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, George H. Ryan, Secretary of State of the
State of Illinois, by virtue of the powers vested in me by law, do
hereby issue this certificate and attach hereto a copy of the
Application of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 26TH
day of JANUARY A.D. 1994 and
of the Independence of the United States
the two hundred and 18TH.*

George H. Ryan
SECRETARY OF STATE

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Property of Cook County Clerk's Office

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Form **BCA-2.10**

ARTICLES OF INCORPORATION

(Rev. Jan. 1991)

This space for use by Secretary of State

SUBMIT IN DUPLICATE!

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756

FILED

This space for use by Secretary of State

Date: 1-26-94
Franch or Tax: \$ 25.00
Filing Fee: \$ 75.00
Approved: 160 00

JAN 26 1994

**GEORGE H. RYAN
SECRETARY OF STATE**

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. **CORPORATE NAME:** Abel Carpets, Ltd.

(The corporate name must contain the word "corporation", "company", "incorporated", "limited" or an abbreviation thereof.)

2. **Initial Registered Agent:** Ronald F. Wittmayer, Jr.
First Name Middle Initial Last name
Initial Registered Office: 985 N. Arlington Heights Road 104
Number Street Suite #
Arlington Heights IL 60004 Cook
City Zip Code County

3. **Purpose or purposes for which the corporation is organized:**
(If not sufficient space to cover this point, add one or more sheets of this size.)

The transaction of any or all lawful business for which corporations may be incorporated under the Business Corporation Act of 1983, as amended.

DEPT-01 RECORDING \$25.50
T90012 TRAN 3463 02/08/94 13:57:00
75397 SK *94-129578
COOK COUNTY RECORDER

4. **Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:**

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ no par value	10,000	1,000	\$1,000.00

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:
(If not sufficient space to cover this point, add one or more sheets of this size.)

(over)

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5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: _____
(b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Residential Address
_____	_____
_____	_____
_____	_____

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
(b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
(c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
(d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. **OPTIONAL: OTHER PROVISIONS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s) under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated January 21, 19 94

Signature and Name	Address
1. <u>[Signature]</u> Ronald F. Wittmeyer, Jr. (Type or Print Name)	1. <u>1645 N. Arlington Heights Rd. #104</u> Arlington Hgts. IL 60004 City/Town State Zip Code
2. _____ (Type or Print Name)	2. _____ City/Town State Zip Code
3. _____ (Type or Print Name)	3. _____ City/Town State Zip Code

(Signatures must be in ink on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)
NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
- The filing fee is \$75.
- The minimum total due (franchise tax + filing fee) is \$100.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.

Illinois Secretary of State
Department of Business Services
Springfield, IL 62758
Telephone (217) 782-9522
782-9523

9-1129-78