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ARTICLES OF INCORPORATION
OF

U.S. 1 AMERICA'S INDOOR FLEA MARKET, INC

The undersigned, being sui juris, and desiring to form a corporation for profit under the Laws of The State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I

The name of the corporation is:

U.S. 1 AMERICA'S INDOOR FLEA MARKET, INC.

ARTICLE II

The principal purpose for which this corporation is formed is to engage in the operation of a flea market, and any other lawful business, act or activity for which corporations may be organized.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any time is ONE HUNDRED SHARES (100) of common stock, having a par value of FIVE DOLLARS (\$5.00) per share.

The consideration to be paid for each share of stock shall be fixed by the Board of Directors of the Corporation. In the event that there is no Board of Directors, then the Shareholders shall do so.

PREPARED BY:
KIM EWING WILES, ESQ.
FLA. BAR NO: 701947
14 N.E. FIRST AVENUE, SUITE 1100
MIAMI, FLORIDA 33132
(305) 371-5664

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ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The initial post office address and the principal office of the corporation in the State of Florida shall be: 14 N.E. First Avenue, Suite 1112, Miami, Florida 33132.

The Board of Directors, or the Shareholders, as the case may be, may from time to time, move the principal office to any other place in Florida.

ARTICLE VI

The name and post office address of the subscribers to these Articles of Incorporation is:

ELIAS AKAR

14 N.E First Avenue, Suite 1112
Miami, Florida 33132

ARTICLE VII

The corporation shall begin business without a Board of Directors. At such time as the shareholders shall so decide, a Board of Directors may be formed. Such Board of Directors shall serve in that capacity during the first year of its existence, or until such time as their successors are elected or appointed and have qualified.

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ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall first be approved by the board of Directors or Shareholders, as the case may be, by majority vote at a meeting called for that purpose; or all of the Directors and/or Shareholders, as the case may be, may indicate their unanimous approval to pass same by a writing for that purpose signed by all of them.

ARTICLE IX

Pursuant to the provisions of Chapter 48.091, Florida Statutes, the following has been submitted in compliance therewith: That U.S. 1 AMERICA'S INDOOR FLEA MARKET, INC., desiring to organize under the Laws of The State of Florida, with its principal office, as designated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named ELIAS AKAR, whose office address is: 14 N.E. First Avenue, Suite 1112, Miami, Florida 33132, as its agent to accept service of process for the corporation within this State.

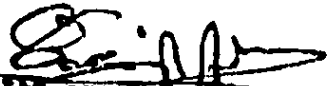
ACKNOWLEDGMENT: I, ELIAS AKAR, having been named agent to accept service of process for the above corporation, at the place designated herein, in these Articles of Incorporation, hereby accept such nomination and agree to comply with said ACT relative to keeping open said office.


ELIAS AKAR, Registered Agent

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IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal on this 27 day of February, 1995.


ELIAS AKAR, Subscriber

STATE OF FLORIDA

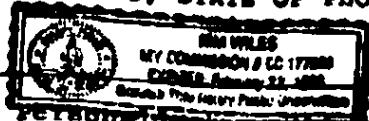
COUNTY OF DADE

I HEREBY CERTIFY that on this date, before me, a Notary Public, duly authorized in the State and County aforesaid to take acknowledgements, personally appeared ELIAS AKAR, to me known as the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed to the same for the uses and purposes therein set forth.

WITNESS my hand and official seal on this 27 day of February, 1995.

NOTARY PUBLIC
SEAL OF OFFICE:


NOTARY PUBLIC, STATE OF FLORIDA



(X) Personally known to me, or
() Produced identification

(Type of ID Produced)

() DID take an oath
DID NOT take an oath.

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TALLAHASSEE, FLORIDA

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