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EFFECTIVE DATE
8-25-99

WALTER L. SCHAFER, JR.
Masters of Law in Taxation
Board Certified Tax Attorney

Wills, Estates & Trusts
Business & Corporate Law
Real Estate Law
Taxation

VIA FEDERAL EXPRESS

August 25, 1999

Charter Section, Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

200002971272--4
-08/26/99--01070--017
****122.50 ****78.75

Re: Articles of Incorporation for Elves in the Attic, Inc.

Dear Madam or Sir:

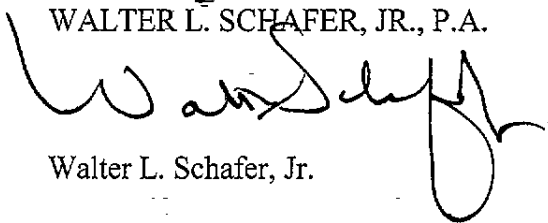
Enclosed are two (2) original signed Articles of Incorporation for the above referenced corporation, together with my firm's check #6056, in the amount of \$122.50, representing the following:

Filing fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
Total	\$ 122.50

Please return one of the original Articles of Incorporation confirming the date this document was received and filed with your office. Also, please note that we are requesting an effective date of August 25, 1999. If you have any questions concerning this filing, please do not hesitate to contact me.

Very truly yours,

WALTER L. SCHAFER, JR., P.A.



Walter L. Schafer, Jr.

WLS:lps
Enclosures

FILED
99 AUG 26 PM 1:08
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ELVES IN THE ATTIC, INC.

EFFECTIVE DATE
8-25-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 26 PM 1:00

FILED

ARTICLE I

NAME

The name of this corporation is ELVES IN THE ATTIC, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on August 25, 1999.

ARTICLE III

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue Five Thousand (5,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal place of business of this corporation is 1744 Arabian Lane, Palm Harbor, Florida, 34685.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 2430 Estancia Boulevard, Suite 108, Clearwater, Florida 33761. The name of the initial Registered Agent of this corporation at that address is Walter L. Schafer, Jr.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
KELIE K. EZELL	1744 Arabian Lane Palm Harbor, FL 34685
GAIL N. KUNDERAS	5008 Forecastle Drive New Port Richey, FL 34652

ARTICLE VIII

INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
WALTER L. SCHAFFER, JR.	2430 Estancia Boulevard Suite 108 Clearwater, FL 33761

ARTICLE IX

CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one (1) candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such shareholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice-President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of the corporation.

ARTICLE X

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury

shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any Article or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XIII

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new

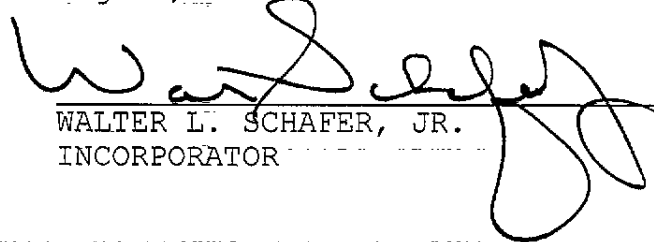
Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XIV

AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 25th day of August, 1999.


WALTER L. SCHAFER, JR.
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 25th day of August, 1999, by WALTER L. SCHAFER, JR, who is personally known to me or who produced a current Florida driver's license as identification.

 Laura Scalzi
My Commission CC674218
Expires August 21, 2001

Laura Scalzi
Notary Public-State of Florida

Laura Scalzi
Typed or Printed Name of Notary
My Commission Expires:
My Commission Number:

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

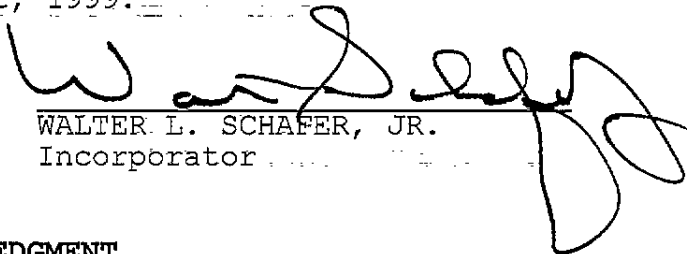
NAME OF CORPORATION: ELVES IN THE ATTIC, INC.

REGISTERED OFFICE ADDRESS: 2430 Estancia Boulevard
Suite 108
Clearwater, FL 33764

REGISTERED AGENT: Walter L. Schäfer, Jr.

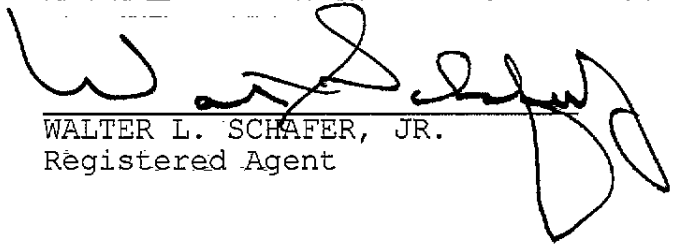
The above corporation at its listed Registered Office address hereby names the individual listed above as its agent to accept service of process within the State of Florida.

DATED the 25th day of August, 1999.


WALTER L. SCHAFER, JR.
Incorporator

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 provisions of all statutes relative to the proper and complete performance of my duties.


WALTER L. SCHAFER, JR.
Registered Agent

FILED
99 AUG 26 PM 1:00
TALLAHASSEE, FLORIDA
SHERIFF'S OFFICE