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Buchanan Ingersoll
PROFESSIONAL CORPORATION

Attorneys

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September 1, 1995

Division of Corporations
Bureau of Corporate Records
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation
Drop Dead Attitude, Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of the above-referenced Articles of Incorporation, along with check in the amount of \$122.50, made payable to the Secretary of State. The amount is broken down as follows:

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

Please return a certified copy of the Articles to the attention of the undersigned in the stamped, self-addressed stamped envelope enclosed for your convenience. Thank you in advance for your prompt attention to this matter.

Very truly yours,

Dennis J. Eisinger
DENNIS J. EISINGER
For the Firm

Encs.
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9/8/95

ARTICLES OF INCORPORATION
OF
DROP DEAD ATTITUDE, INC.

ARTICLE I
NAME

The name of this corporation shall be: DROP DEAD ATTITUDE, INC.

ARTICLE II
DURATION

This corporation shall commence its existence on the date of the filing of these Articles of Incorporation.

ARTICLE III
PURPOSE

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

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 19495 Biscayne Boulevard, Suite 705, Aventura, Florida 33180.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 19495 Biscayne Boulevard, Suite 606, Aventura, Florida 33180 and the name of the initial registered agent is Dennis J. Eisinger.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the By Laws but shall never be less than one. The names of the Directors are:

MARK R. GERSTLE
LAWRENCE PIZIK

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is Mark R. Gerstle.

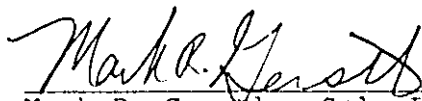
ARTICLE X
BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of August, 1995.



Mark R. Gerstle, Sole Incorporator

STATE OF FLORIDA
COUNTY OF DALL

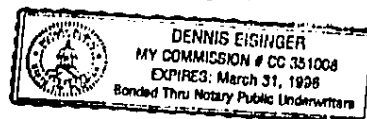
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared MARK R. GERSTLE, personally known to me or has produced Fla. Driver License as identification, to be the person who, as Sole Incorporator, executed the foregoing Articles of Incorporation of DROP DEAD ATTITUDE, INC., who did X or did not _____ take an oath, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State aforesaid, this 28th day of August, 1995.


Notary Public, State of Florida

Name of Notary (Please Print)

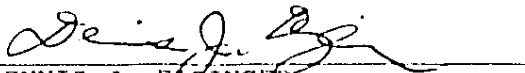
My commission expires:



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 25th DAY OF August, 1995.

BY: 
DENNIS J. EISINGER