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STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 1-

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FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AT FIRST SIGHT, INC.

FAX AUDIT NUMBER: H96000002864

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/28/1996

TIME REQUESTED: 15:39:08

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CERTIFICATE OF STATUS: 0

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

ARTICLE ONE

The name of this corporation is AT FIRST SIGHT, INC.

ARTICLE TWO

This corporation is organized for the purpose of transacting any and all lawful business. The business address of the corporation is 1301 N.E. 204th Terrace, North Miami Beach, Florida 33179.

ARTICLE THREE

This corporation shall have perpetual existence.

ARTICLE FOUR

This corporation is authorized to issue 100 shares of stock; no par value.

ARTICLE FIVE

Richard A. Bolton
190 Ives Dairy Rd. # 206¹⁻
N. Miami Bch., FL 33179
(305) 653. 8223
FBN. 225861

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SECRET
FEB 29 1996
FALL AIRCRAFT
FALL AIRCRAFT

The street address of the initial registered office of this corporation is 1011 Ives Dairy Road, Suite 210, North Miami Beach, Dade County, Florida 33179; and the initial registered agent of this corporation is RICHARD A. BOLTON, ESQ.

ARTICLE SIX

This corporation shall have two directors initially. The number of directors shall be increased from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are as follows:

Cynthia Greaver
1301 N.E. 204th Terrace
North Miami Beach, FL 33179

Russell S. Cohen
1301 N.E. 204th Terrace
North Miami Beach, FL 33179

The offices to be held by the above-named directors are as follows:

CYNTHIA GREAYER	President
RUSSELL S. COHEN	Vice President
RUSSELL S. COHEN	Secretary
CYNTHIA GREAYER	Treasurer

ARTICLE SEVEN

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>
Cynthia Greaver	1301 N.E. 204 Terrace N. Miami Beach, FL 33179	50
Russell S. Cohen	1301 N.E. 204 Terrace N. Miami Beach, FL 33179	50

ARTICLE EIGHT

The provision of the Charter, and each and every Article and Section hereof, and the bylaws of this corporation shall be considered a part of every contract and transaction to which the corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

IN WITNESS WHEREFORE, we have hereunto set our hands and seals as dated below.

Date: 2/27/96

By: Cynthia H. Greaver
CYNTHIA GREAYER

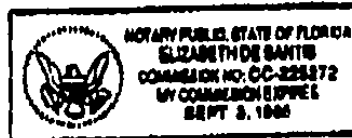
Date: 2/27/96By: 
RUSSELL S. COHENSTATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared CYNTHIA GREAVER, to me well known to be the person described herein, who furnished _____ as identification and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

WHEREFORE, witness my hand and official seal at Dade County, Florida, State and County last aforesaid, this 27th day of February, 1996.

By: 
NOTARY PUBLIC, State of
Florida at Large.

My Commission Expires:

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared RUSSELL S. COHEN, to me well known to be the person described herein, who furnished

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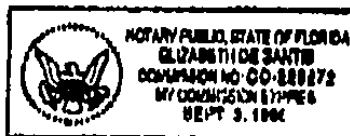
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_____ as identification and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

WHEREFORE, witness my hand and official seal at Dade County, Florida, State and County last aforesaid, this 27th day of February, 1996.

By: *Elizabeth De Santa*
NOTARY PUBLIC, State of
Florida at Large.

My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

FIRST AND THAT, AT FIRST SIGHT, INC.

desiring to organize under the laws of the State of Florida with its principal place of business, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named RICHARD A. BOLTON, ESQUIRE, located at 1011 IVES DAIRY ROAD, SUITE 210, City of NORTH MIAMI BEACH, State of FLORIDA, as its agent to accept service of process within this State.

Signature:

Cynthia A. McQuay
(Corporate Officer)

Title

President

Date

2/27/96

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 provision of said Act relative to the proper performance of my duties.

Richard A. Bolton
RICHARD A. BOLTON
(Resident Agent)

Date

2/27/96

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