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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

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NAME: AMERICA'S ATTIC, INC.

AUDIT NUMBER.....H97000003862

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 7, 1997

EMPIRE

SUBJECT: AMERICA'S ATTIC, INC.
REF: W96000005326

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE REGISTERED AGENTS ADDRESS IS NOT LISTED IN THE ARTICLES IF IT IS THE SAME AS PRINCIPAL ADDRESS PLEASE INDICATE SO IN YOUR DOCUMENT.

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ARTICLES OF INCORPORATION

OF

AMERICA'S ATTIC, INC

ARTICLE I

The name of this Corporation is AMERICA'S ATTIC, INC.

ARTICLE II

The general nature of the business to be transacted by this Corporation is:

Any legal business authorized by the State of Florida.

ARTICLE III

This Corporation is authorized to issue 1000 shares of no par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof for a fair value to be fixed by the Board of Directors.

ARTICLE IV

Except or otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the shareholders.

ARTICLE V

This Corporation shall commence its existence upon the filing of these Articles of Incorporation with the Florida Department of State and shall exist perpetually thereafter unless sooner dissolved according to law.

PREPARED BY:

Law Offices of Stephen Tunstall FBN: 287679
2701 LeJeune Road, Suite 410
Coral Gables, Florida 33134
(305) 867-9192

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ARTICLE VI

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII

The street address of the initial principal office of this Corporation is: 14200 SW 67th Avenue, Miami, Fl. and the name and address of the initial registered agent of this Corporation is Stephen Tunstall, 2701 LeJeune Road, Suite 410, Coral Gables, Florida 33134.

ARTICLE VIII

This Corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time.

ARTICLE IX

The name and address of the incorporator signing these Articles of Incorporation is: John A. Berg, 14200 SW 67th Avenue, Miami, Florida.

ARTICLE X

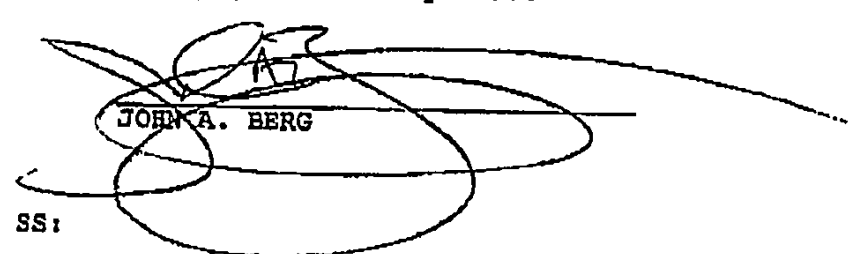
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention

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that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 4th day of February 1997.


JOHN A. BERG

STATE OF FLORIDA
COUNTY OF DADE

SS:

I HEREBY CERTIFY that on this day, before me an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared: JOHN A. BERG, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of February, 1997.



Daniel Di Nicola
MY COMMISSION # CC615315 EXPIRES
December 4, 1998
BONDED TRUST TROY PAUL INSURANCE, INC.


NOTARY PUBLIC

My commission expires:

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named Corporation, at the place designated in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Stephen E. Tunstall
STEPHEN TUNSTALL, REGISTERED AGENT

PREPARED BY:

Law Offices of Stephen Tunstall
2701 LeJeune Road, Suite 410
Coral Gables, Florida 33134
(305) 567-9192
Fla. Bar #287679

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