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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: FISHER & SAULS, P.A.  
CONTACT: HEIDI S LLOYD  
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NAME: DESIGNER'S ATTIC, INC.

AUDIT NUMBER.....H97000004094

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

CERT. OF STATUS..0

PAGES..... 2

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411 3/11/97

ARTICLES OF INCORPORATION  
OF  
DESIGNER'S ATTIC, INC.

FILED  
97 MAR 11 AM 10:58  
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TALLAHASSEE, FLORIDA

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is Designer's Attic, Inc., and its principal office or mailing address is 526 - 5th Street North, No. 1, St. Petersburg, FL 33701.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of .10 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 526 - 5th Street North, No. 1, St. Petersburg, FL 33701, and the name of the initial registered agent is JoAnn R. Schulz.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) director. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
JoAnn R. Schulz	234 25th Avenue North St. Petersburg, FL 33704

Prepared by:  
Robert Kapusta, Jr., Esq.  
FBN 441538  
Fisher & Sauls, P.A.  
P.O. Box 387  
St. Petersburg, FL 33731

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**ARTICLE 7: INCORPORATOR**

The name and address of each person signing these Articles is:

**NAME**

**ADDRESS**

JoAnn R. Schulz

234 25th Avenue North  
St. Petersburg, FL 33704

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**ARTICLE 8: INDEMNIFICATION**

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

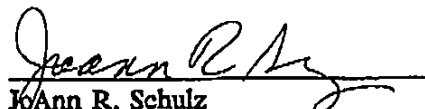
**ARTICLE 9: BYLAWS**

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 10: AMENDMENT**

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

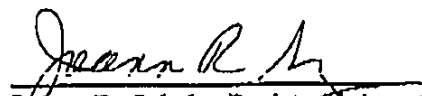
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10<sup>th</sup> day of March, 1997.

  
JoAnn R. Schulz  
"Incorporator"

**ACCEPTANCE BY REGISTERED AGENT**

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

Dated this 10<sup>th</sup> day of March, 1997.

  
JoAnn R. Schulz, Registered Agent