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DATE DEC. 27, 1997

98 JAN -7 PM 1:44

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: AVENTURA ESTATE LIQUIDATORS, Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

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****122.50 ****122.50

SANTOS R. BLASI
(Individual's Name)

AVENTURA ESTATE LIQUIDATORS, INC.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
18790 WEST DIXIE HIGHWAY		
AVENTURA FL., 33180		
PHONE		
(305) 582-9901		
Area Code	Number	Ext.

P. Hall
JAN - 9 1998

ARTICLES OF INCORPORATION

of
AVENTURA ESTATE LIQUIDATORS INC.

(name of corporation)

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The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is: **AVENTURA ESTATE LIQUIDATORS INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
18790 WEST DIXIE HIGHWAY		
CITY AVENTURA	FLORIDA	ZIP 33180

Mailing address, if different

STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME MURRAY ANTONOFF		
ADDRESS 19707 TURNBERRY WAY		
CITY AVENTURA	FLORIDA	ZIP 33180

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

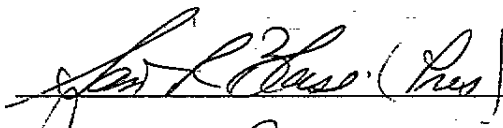

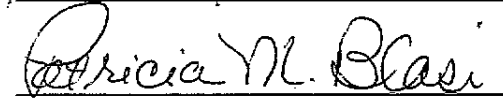
NAME SANTOS R. BLASI			
ADDRESS 3800 N.E. 209 TH TERRACE			
CITY AVENTURA	STATE FL.	ZIP 33180	
NAME PATRICIA B. BLASI			
ADDRESS 3800 N.E. 209 TH TERRACE			
CITY AVENTURA	STATE FL.	ZIP 33180	
NAME PATRICIA M. BLASI			
ADDRESS 1717 N. BAYSHORE DR.			
CITY MIAMI	STATE FL.	ZIP 33132	

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME SANTOS R. BLASI			
ADDRESS 3800 N.E. 209 TH TERRACE			
CITY AVENTURA	STATE FL.	ZIP 33180	
NAME PATRICIA B. BLASI			
ADDRESS 3800 N.E. 209TH TERRACE			
CITY AVENTURA	STATE FL.	ZIP 33180	
NAME PATRICIA M. BLASI			
ADDRESS 1717 BAYSHORE DR.			
CITY MIAMI	STATE FL.	ZIP 33132	

The undersigned incorporator(s) have executed these Articles of Incorporation this 27th day of DECEMBER, 19 97.

 (Signature)
 (Signature)
 (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAVENTURA ESTATE LIQUIDATORS, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 19707 TURNBERRY WAY

AVENTURA FL., 33180

has named MURRAY ANTONOFF

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Murray Antonoff
(Signature)

DEC. 27, 1997
(Date)