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To: Division of Corporations
Fax Number : (850) 922-4001
From: Account Name : FISHER & SAULS, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

AUTUMN DIRECT, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
AUTUMN DIRECT, INC.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is AUTUMN DIRECT, INC. and its principal office or mailing address is 3298 Glen Ridge Drive, Palm Harbor, Florida 34685.

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 .01 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3298 Glen Ridge Drive, Palm Harbor, Florida 34685, and the name of the initial registered agent is Paul Curcio.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have two (2) directors. 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 names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Liotta	3298 Glen Ridge Drive Palm Harbor, Florida 34685
Paul Curcio	3298 Glen Ridge Drive Palm Harbor, Florida 34685

Prepared by:
Robert Kapusta, Jr.
FBN: 441538
Fisher & Sauls, P.A.
100 Second Avenue South
St. Petersburg, Florida 33701
(727) 822-2033

ARTICLE 7: INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Robert Liotta	3298 Glen Ridge Drive Palm Harbor, Florida 34685

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

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

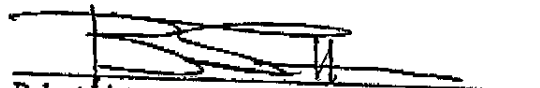
ARTICLE 10: BYLAWS

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 11: 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 _____ day of June, 1999.


Robert Liotta

"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 20th day of JUNE, 1999.


Paul Curcio, Registered Agent

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