

2577541
RESTATED ARTICLES OF INCORPORATION
OF
ALTERNATIVE SPACES, INC.

FILED *DR*
in the office of the Secretary of State
of the State of California

APR 23 2004

Kevin Shelley
KEVIN SHELLEY, Secretary of State

Catherine Bieber and Andrew Cramer certify that:

1. They are the President and the Secretary, respectively, of Alternative Spaces, Inc., a California corporation.
2. The Articles of Incorporation of the corporation are amended and restated to read as follows:

ARTICLES OF INCORPORATION
OF
ALTERNATIVE SPACES, INC.

I.

The name of this corporation is Alternative Spaces, Inc.

II.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III.

The name and address in the State of California of this corporation's initial agent for service of process is:

John J. O'Neill, Esq.
c/o Collette & Erickson LLP
555 California Street, Suite 4350
San Francisco, California 94104

IV.

This corporation is authorized to issue only one class of shares, which shall be designated "Common" shares. The total number of shares which this corporation is authorized to issue is 1,000,000.

V.

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

VI.

The corporation is authorized to indemnify the directors and officers of this corporation to the fullest extent permissible under California law.

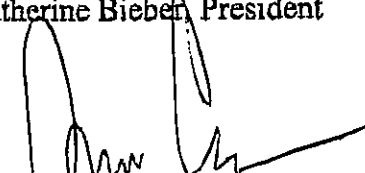
3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of capital stock of the corporation is 100,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: April 15, 2004


Catherine Bieber, President


Andrew Cramer, Secretary