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Division of Corporations Page 1 of 1

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Division of Corporations
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To:
     Division of Corporations
     Fax Number        : (850)205-0383

From:
     Account Name      : CORPORATE & CRIMINAL RESEARCH SERVICES
     Account Number    : 110450000714
     Phone             : (850)222-1173
     Fax Number        : (850)224-1640
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FOREIGN PROFIT QUALIFICATION

CREATIVE CHARTER LTD., INC.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	$70.00

8/20
Cert. O.K. - Per G.H.

W02-24069
J. BRYAN AUG 1 9 2002

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 19, 2002

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: CREATIVE CHARTER LTD., INC.
REF: W02000024069

We have received your document for CREATIVE CHARTER LTD., INC. and your check(s) totaling $. However, the enclosed document has not been filed and is being returned for the following correction(s):

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificateof existence from the same office that provided you with the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

FAX Aud. #: H02000183104
Letter Number: 902A00048824

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Creative Charter Ltd, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. British Virgin Islands
(State or country under the law of which it is incorporated)

3. ______
(FEI number, if applicable)

4. 7/29/2002
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. P.O. Box 313, Road Town, Tortola, British Virgin Islands
(Principal office address)

______
(Current mailing address)

8. Investment
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CorpDirect Agents, Inc.

Office Address: 103 N. Meridian Street

Tallahassee, Florida 32301
(City) (Zip code)

10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Cynthia A. Hicks Its agent Cynthia A. Hicks
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: ______________________

Address: ______________________

Vice Chairman: ______________________

Address: ______________________

Director: ______________________

Address: ______________________

Director: ______________________

Address: ______________________

B. OFFICERS

President: ______________________

Address: ______________________

Vice President: ______________________

Address: ______________________

Secretary: Gabriel Samaniego

Address: P.O. Box 313, Roadtown, Tortola, British Virgin Islands

Treasurer: ______________________

Address: ______________________

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Gabriel Samaniego
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gabriel Samaniego
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

TERRITORY OF THE BRITISH VIRGIN ISLANDS

THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

CERTIFICATE OF INCORPORATION (SECTIONS 14 AND 15)

No. 508221

The Registrar of Companies of the British Virgin Islands **HEREBY CERTIFIES** *pursuant to the International Business Companies Act, Cap. 291 that all the requirements of the Act in respect of incorporation having been satisfied,*

Creative Charter Ltd

is incorporated in the British Virgin Islands as an International Business Company this 29th day of July, 2002.

Given under my hand and seal at Road Town, in the Territory of the British Virgin Islands

REGISTRAR OF COMPANIES

CRT1001L

H02000183104

MEMORANDUM OF ASSOCIATION

OF

Creative Charter Ltd

UNDER THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)
OF THE TERRITORY OF THE BRITISH VIRGIN ISLANDS

1. The name of the Company is Creative Charter Ltd

2. The registered office of the Company will be located at the offices of Quijano & Associates (BVI) Limited, P.O. Box 313, Road Town, Tortola, British Virgin Islands.

3. The registered agent of the Company is QUIJANO & ASSOCIATES (BVI) LIMITED, P.O. Box 313, Road Town, Tortola, British Virgin Islands.

4. The Company is established for the following purposes:

   a) To undertake, conduct, direct and carry out all kinds of investments, and to acquire, purchase, hold, manage, sell, assign, transfer, guarantee, pledge, finance, or otherwise dispose of or deal in securities, stocks, shares, merchandise, rights on movable property or on real estate, and in any other kind of rights, or to carry on any and all commercial and other transactions and operations involved in businesses dealing with precious metals, gems and other articles of value either on its own behalf or on behalf of third parties, and to engage in any and all of the activities connected with these purposes;

   b) To provide guarantees concerning the obligations of third parties whether these latter be related to the Company or not, and to secure any such guarantees by mortgages or encumbrances on any or all of the assets of the Company.

   c) To subscribe, buy, own, keep, receive, acquire, sell, trade in, manage, guarantee, assign, exchange, transfer, mortgage, pledge, in any way encumber, or otherwise commit or dispose of movable property and real estate and assets in general, including securities, shares, debentures, capital stock, bonds, coupons, mortgages, [illegible] notes, acceptances, drafts and other documents of title and of obligations, issued or created by another natural or juridical person, whether public, private or municipal; and once in its capacity as owner, to [illegible] and

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hold and to exercise in their respect all privileges, powers and rights of ownership, including the right to vote, to encumber in any way and to transfer;

d) To guarantee the payment of dividends on any shares of the capital stock of any juridical person; to stand as guarantor for the capital or interest on any bonds, coupons, mortgages, securities, notes, acceptances, drafts, bills of exchange or other titles, documents and obligations issued or created by any natural or juridical person or accept participation on any bond or guarantee concerning lease contracts or any kind of obligations of any natural or juridical person;

e) To acquire and/or assume all or part of the business, the property or the liabilities of any natural or juridical person;

f) To act as agent or representative of any natural or juridical person, and particularly to act as Commission Merchant for the purchase and sale of various products in the market, including know-how, technical assistance, trademarks etc., on its own behalf or on behalf of third parties;

g) To underwrite, buy, own, keep, receive, acquire, sell, negotiate, guarantee, assign, exchange, transfer, mortgage, pledge, in any way encumber, and in any way compromise or dispose of licenses, permits, privileges, inventions, patent letters, trademarks, and trade names;

h) To borrow money for any of the purposes of the Company, and for such loans to issue bonds, notes, and other instruments of title or documents and to secure the same either by pledge or mortgage on all or part of the assets of this Company, whether they be movable property or real estate, or by issuing bonds and other unsecured instruments of title or documents, and to issue bonds, promissory notes, bills of exchange and other documents of obligation which may or may not be converted into shares of the Company, payable on a given date or dates, or payable upon the occurrence of a given event, either with mortgage or pledge security or unsecured, for borrowed money or in payment for assets acquired, or for any other lawful reason;

i) To lend money to such persons and on such terms as may be deemed fit, and to make remittances, draw, accept, endorse, set off, guarantee, underwrite and issue promissory notes, bills of exchange, drafts, money orders, and all types of titles, documents and certificates;

j) To obtain, own, sell and transfer shares of its own capital stock, and for that purpose to use its capital, excess capital, surplus or any other asset, provided that

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its funds or assets are not used to purchase shares of its own capital stock when such use may impair its capital stock, and provided also that such shares of its own capital stock which it owns are not used directly or indirectly for voting purposes;

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k) To enter into, perform and carry out contracts of all kinds and for all kinds of lawful purposes, with no limitation as to the amount thereof, and with any natural or juridical person;

l) To engage in the business of shipyards, of building and repairing ships, in the construction of buildings and highways and in port drainage, to promote, establish, purchase, acquire, own, keep, trade, deal in, manage, exchange, equip, operate, lease, charter, sub-charter, sell, transfer, mortgage, pledge and otherwise encumber and in any way dispose of shipping lines, yachts, vessels, ships and any other means of transportation by land, sea or air, and directly or indirectly, as commission merchant or agent or as a public transport enterprise, and be it under contract or privately, to carry in them, for money, from one place to another, passengers, baggage, cattle, mail, express and/or cargo of any kind and class, whether among foreign states or within the same state, and to acquire, own, hold, build, repair, equip, operate, lease, charter, sub-charter, mortgage, pledge and otherwise encumber, exchange, trade and deal in, sell and otherwise dispose of yachts and every kind of vessels or ships and any other means of transportation or conveyance of any kind, for use on land, air or water, as well as any and all parts, materials, equipment, apparatus, appurtenances, machinery, articles, tools, pneumatic dinghies, fuel, oil and/or any and all items and goods related to or used in connection with any of the above, or which may be necessary, useful or appropriate in the conduct of any or all of the businesses mentioned above.

m) With corporations or associations of steamships, shipping, transshipment, railroads, transportation by trucks, carriers or ferries, or with individuals engaged in the shipping business or in other forms of transportation, to contract or agree the collection, conveyance, clearance and distribution of such goods, properties, merchandise, crates, packages, baggage and cargo items and other movable property of any description.

n) To engage in the business of, and in buying, selling, manufacturing, and distributing, and in trade, dispatch, assembly, transportation, traffic, importation, exportation, acquisition, purchase and sale, distribution and commerce of all kinds of articles, merchandise and goods in general;

REGISTRAR OF INTERNATIONAL BUSINESS COMPANIES

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o) To carry out any business which may be done in a convenient way or which may be conceived for directly or indirectly improving the value and yield of the Company's assets;

p) To do everything that may be necessary to accomplish the purposes of the Company, or that may be incidental to or necessary for the protection and the benefit of the corporation, whether on its own behalf or as an attorney or jointly with other persons in all kinds of financial and commercial transactions;

q) To carry out any other lawful business.-

And it is hereby declared that the intent of the above is that each of these specific purposes shall be an independent main purpose unless otherwise expressly stipulated in the immediate context, and that none of these purposes individually or collectively shall be restricted or limited in any way whatsoever neither by reference to nor by inference from either the name of the Company or the terms of any other paragraph or clause in this Memorandum of Association or in its Articles of Association.

Furthermore, the Company shall have all of the powers granted to companies by the laws for the time being in force in the Territory of the British Virgin Islands to perform any act and to engage in any activity deemed necessary or incidental or conducive or convenient in connection with the conduct of the Company's businesses or with the attainment of its purposes, regardless of whether such activity or act is to entail any benefit for the Company or not.

5. The Company has no power to;

(a) carry on business with persons resident in the British Virgin Islands;

(b) own an interest in real property situated in the British Virgin Islands, other than a lease of property for use as an office from which to communicate with members or where books and records of the Company are prepared or maintained;

(c) carry on banking or trust business, unless it is licensed under the Banks and Trust Companies Act, 1990;

(d) carry on business as an insurance or reinsurance company, insurance agent or insurance broker, unless it is licensed under an enactment authorising it to carry on that business;

(e) carry on the business of company management unless it is licensed under the Company Management Act, 1990; or

(f) carry on the business of providing the registered office or the registered agent for companies incorporated in the British Virgin Islands.

6. The existence of the Company shall be perpetual.

7. The authorized capital of the Company is US$ 50,000.00 divided into 50,000 shares with a par value of US$ 1.00 each. These shares may be issued to the bearer or registered, the ones being exchangeable for the others.

8. All shares in the Company shall be issued in denominations of the legal currency of the United States of America.

9. The shares in the Company may be divided into those classes and series which the Directors shall determine from time to time by resolution of Directors. Until any such division into classes and series, there shall be only one class and series of shares. The Directors shall, in the case of any such divisions, also fix the designations, powers, preferences, rights, qualifications, limitations and restrictions of each such class and series, by resolution of the Directors. Unless and until this Memorandum of Association is amended so that separate classes and series of shares are created by it, the Directors may not allocate different rights concerning voting, dividends, redemption or distribution upon liquidation, and all of the above-mentioned rights concerning voting, dividends, redemption and distribution shall be identical in any individual class or series.

10. Each of the holders of bearer shares shall be asked to give the name and address of an agent or an attorney for service of notices and for sending any information or written statement required to be given to members, and service upon such agent or attorney shall be deemed to constitute service to the bearer of such shares who shall be identified by the number of the share certificate for these purposes. Until the Company has received communication from the bearer containing such name and address, publication of the notice or the information or written statement in one or more newspapers published or circulated in the Territory of the British Virgin Islands, and in a newspaper in the place where the company has its principal office shall be sufficient for the purposes of service.

11. Any of the conditions contained in this Memorandum of Association may be amended or modified by the Company by a resolution of directors or by a resolution of members.

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SUBSCRIBER'S NAME, ADDRESS AND DESCRIPTION

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name: QUIJANO & ASSOCIATES (BVI) LIMITED

Address:

P.O. Box 313,
Road Town, Tortola,
British Virgin Islands.

We, Quijano & Associates (BVI) Limited, being a licensed trust company, for the purposes of incorporating an international business company under The International Business Companies Act (CAP. 291) and the laws of the Territory of the British Virgin Islands, hereby subscribe our name to this Memorandum of Association.

FOR AND ON BEHALF OF
QUIJANO & ASSOCIATES (BVI) LIMITED

Authorized Signatory
Angie Yee

Date: 29th July, 2002.

In the presence of:

Khundora Solomon