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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Creative Alliances, L.L.C.

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99 JUN 24 PM 3:00

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AMENDMENTS	
	Amendment
	Resignation of R.A. Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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Ordered By:

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Creative Alliances, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principle office of the Limited Liability Company is:

3034 Lakewood Drive, ^{TON}Weston, Florida 33332 ^{WAP}

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Alan N. Pyles	Susan Marcell Andersen	Michael L. Breidenbach
3034 Lakewood Drive	1920 Lake Alma Drive	407 Loblolly Court
^{WAP} ^{TON} Weston, Florida 33332	Apopka, FL 32712	Longwood, FL 32750

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Upon unanimous consent in writing signed by each member.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, bankruptcy, or dissolution of a member in the Limited Liability Company shall be:

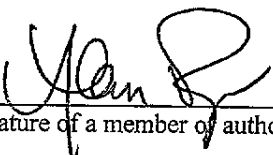
The right to continue business is granted to the surviving or remaining member or members.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Creative Alliances, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two (2) members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0.00
- 5) the total amounts of 2, 3 and 4 is \$ 1,000.00



Signature of a member or authorized representative of a member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

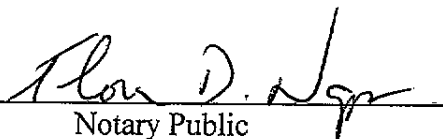
STATE OF ^{FAN} ~~FLA~~ FLORIDA

COUNTY OF BROWARD

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The foregoing instrument was acknowledged before me this 19 day of JUNE, 1999, by ALAN NORRIS PYLES, who is personally known to me or who has produced FLORIDA DRIVERS LICENSE as identification and who did take an oath.





Notary Public

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.**


1. The name of the Limited Liability Company is: Creative Alliances, L.L.C.

2. The name and address of the registered agent and office is:

Alan N. Pyles
(Name)
3034 Lakewood Drive
(Address/P.O. Box Not Acceptable)
Weston, Florida 33332
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated limited liability company 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.


(Signature)

6-19-99
(Date)

Filing Fee: \$35 for Designation of Registered Agent