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ALSO ADMITTED IN OHIO

January 18, 2000

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

RE: Filing of the Amended Articles of Organization  
for be creative (us), l. c.

Dear Sir/Madam:

I have herewith enclosed the original Amended Articles of Organization for be creative (us), l. c.  
Also enclosed is my check in the amount of FIFTY-FIVE DOLLARS (\$55.00) made payable to the  
Secretary of State for filing of this document.

I would be appreciative if you would immediately file these Articles and return a certified copy  
to me by U.S. Mail at the address listed above.

Your prompt and courteous attention to this matter is greatly appreciated.

Very truly yours,



Stanley A. Goldsmith

SAG/arf  
Enclosure  
cc: Michael Miles  
Jane Bennett  
Nigel Ellis  
Jay Butler

Name	
Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

00 JAN 24 AM 10:07  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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# **AMENDED ARTICLES OF ORGANIZATION**

**OF**

**be creative (us), l. c.**

**a Florida Limited Liability Company**

**FIRST:** The name of the Limited Liability Company shall be be creative (us), l. c. (hereinafter referred to as the "Company").

**SECOND:** The mailing address and street address of the principal office of the Limited Liability Company is 1605 Main Street, Suite 1001, Sarasota, Florida 34236.

**THIRD:** The duration of the Company's existence shall be THIRTY (30) years from the date of filing of the Articles of Organization.

**FOURTH:** The purposes for which the Company is organized are for operation of an advertising, promotional, and communications business as well as any and all other lawful purposes for which a Limited Liability Company may be organized pursuant to the laws of the State of Florida and the United States.

**FIFTH:** The Company shall be managed by its Managers and the names and addresses of such Managers are:

NIGEL ELLIS	MICHAEL MILES	JANE BENNETT	JAY BUTLER
20 Oxford Mews Hove	700 Longview Drive	Flat 1	75 Chester Terrace
E. Sussex, UK BN33NF	(Buttonwood Harbor)	16 The Upper Drive	Hove Brighton
	Longboat Key, FL 34228	Sussex, UK BN36GN	E. Sussex, UK BN16GB

**SIXTH:** Company shall be initially authorized and empowered to issue one class of Membership Units.

**SEVENTH:** The total amount of initial cash contributed to the Company shall be TWO THOUSAND DOLLARS (\$2,000.00). There are no obligations for Members to make additional contributions to the Company.

**EIGHTH:** By majority vote of authorized and outstanding Membership Units, the Members may agree to admit additional Members to join the Company and establish the terms of their contributions to join.

**NINTH:** In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may continue the business thereof.

**TENTH:** Whenever a Member or his legal representative requests a step-up election under Section 754 of the Internal Revenue Code as the same may be amended from time to time, such election shall be made as all Members of the Limited Liability Company, upon subscription for units therein, hereby irrevocably consent to such election when requested by any other Member.

**ELEVENTH:** Whenever income is earned by the Company, there shall be, at a minimum, sufficient distribution of income to its Members to allow them to pay, on a timely basis, all of their U.S. Federal, State and local tax liabilities imposed by virtue of their membership interest in the Company.

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DIVISION OF CORPORATIONS  
JAN 24 AM 10:01

TWELFTH: We hereby form the Company and agree to serve as the initial Managers thereof.

JANE BENNETT

NIGEL ELLIS

MICHAEL MILES

THIRTEENTH: Pursuant to the provisions of Section 608.415, Florida Statutes, the Company designates the name and address of its Registered Agent and office as follows:

Stanley A. Goldsmith  
1605 Main Street  
Suite 1001  
Sarasota, Florida 34236

FOURTEENTH: To the Managers of be creative (us), l. c.

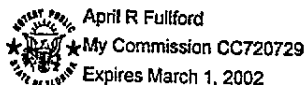
Having been named as Registered Agent and to accept Service of Process for the Company at the place designated in these Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.

STANLEY A. GOLDSMITH  
1605 Main Street  
Suite 1001  
Sarasota, Florida 34236

STATE OF FLORIDA       )  
COUNTY OF SARASOTA   ) ss:

The foregoing Amended Articles of Organization were acknowledged before me this 18 day of JANUARY, 2000, by MICHAEL MILES, as an Initial Member of be creative (us), l. c., and the Articles of Organization were acknowledged before me by MICHAEL MILES, as an Initial Manager of be creative (us), l. c. He is personally known to me or has produced DRIVERS LICENSE as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.

April R Fullford  
Signature of Notary Public



Print Name of Notary Public

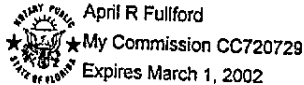
I am a Notary Public of the State of Florida  
and my commission expires on

3/1/02

The foregoing Amended Articles of Organization were acknowledged before me this 18 day of JANUARY, 2000, by JANE BENNETT, as an Initial Member of be creative (us), l. c., and the Articles of

Organization were acknowledged before me by JANE BENNETT, as an Initial Manager of be creative (us), l. c. She is personally known to me or has produced Drivers license as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.

April R Fullford  
Signature of Notary Public

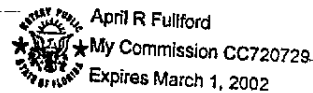


Print Name of Notary Public

I am a Notary Public of the State of Florida  
and my commission expires on  
3/1/02

The foregoing Amended Articles of Organization were acknowledged before me this 18 day of JANUARY, 2000, by NIGEL ELLIS, as an Initial Member of be creative (us), l. c., and the Articles of Organization were acknowledged before me by NIGEL ELLIS, as an Initial Manager of be creative (us), l. c. He is personally known to me or has produced PASS PORT as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.

April R Fullford  
Signature of Notary Public



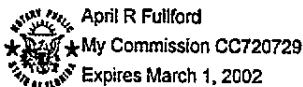
Print Name of Notary Public

I am a Notary Public of the State of Florida  
and my commission expires on  
3/1/02

00 JAN 24 AM 10:07  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

The foregoing Amended Articles of Organization of be creative (us), l. c. were acknowledged before me this 18 day of JANUARY, 2000 by STANLEY A. GOLDSMITH as Registered Agent. He is personally known to me or has produced WIA as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.

April R Fullford  
Signature of Notary Public



Print Name of Notary Public

I am a Notary Public of the State of Florida  
and my commission expires on  
3/1/02