

Geoffrey King Robinson
Attorney at Law

Mailing Address:
Post Office Box 530277
Miami Shores, FL. 33153

Telephone: (305) 899-8185
Facsimile: (305) 899-6224
Ans. Service: (800) 753-0498

P000000001504

December 28, 1999

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

100003084701--5
-12/30/99--01068--002
****122.50 ****78.75

Re: CREASEGEAR, INC.

Gentlemen:

Please find enclosed two (2) copies of the Articles of Incorporation for the above-referenced corporation. Also enclosed is my check in the amount of \$122.50 to cover the cost of filing the Articles (\$35.00), Registered Agent Designation (\$35.00), and Certified copy (\$52.50). Please return the copy to the above address.

Thank you for your prompt attention to this matter.

Sincerely,

Bibi Robinson

Bibi Robinson

Enclosures

FILED
99 DEC 30 AM 9:28
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

gjc 1/6

ARTICLES OF INCORPORATION

OF

CREASEGEAR, INC.

ARTICLE I -- NAME

The name of this corporation is CREASEGEAR, INC. The principle place of business and the mailing address of this corporation shall be 8404 N.W. 17th Court, Pembroke Pines, Florida, 33024-3406.

ARTICLE II -- DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of:

(a) Developing, designing, manufacturing, and marketing, or arranging for the development, design, manufacture, and marketing, of any and all types of merchandise relating to the professional performing and recording musical group "CREASE"; and

(b) Transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 1000 shares of Fifty Cents (\$.50) par value common stock which shall be designated as "Common Stock".

FILED
99 DEC 30 AM 9:28
STATE
TALLAHASSEE, FLORIDA

ARTICLE V -- PRE-EMPTIVE RIGHTS

Pursuant to Florida Statutes §607.0630, as amended from time to time, every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 764 N.E. 111th Street, Biscayne Park, Florida, 33161, and the name of the initial registered agent of this corporation at that address is Geoffrey K. Robinson, Esq.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

This corporation shall have four Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than the number of individuals comprising the musical group, the services of which this corporation is formed to provide. The names and addresses of the initial Board of Directors of the corporation are:

Fritz Dorigo
8404 NW 17th Court
Pembroke Pines, Florida, 33024-3406

Eric Dorigo
8404 NW 17th Court
Pembroke Pines, Florida, 33024-3406

Greg Gershengorn
1387 N.W. 81st Terrace
Plantation, Florida, 33322

Kelly Meister
2150 S.W. 67th Avenue
Miramar, Florida, 33023

ARTICLE VIII — INCORPORATORS

The name and address of the Incorporator signing these Articles is: Geoffrey K. Robinson, 764 N.E. 111th Street, Biscayne Park, Florida, 33161.

ARTICLE IX — INDEMNIFICATION

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

ARTICLE X — AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 28th day of December, 1999.



GEOFFREY K. ROBINSON
Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
99 DEC 30 AM 9:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

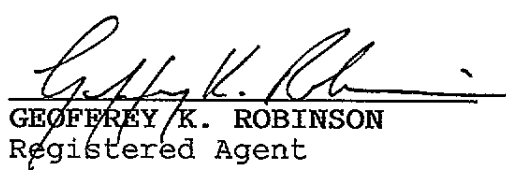
FIRST that CREASEGEAR, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8404 N.W. 17th Court, Pembroke Pines, Florida, 33024-3406 has named Geoffrey K. Robinson, located at 764 N. E. 111th Street, Biscayne Park, Florida, 33161, as its agent to accept service of process within Florida.

Dated: Dec. 28, 1999



GEOFFREY K. ROBINSON
Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



GEOFFREY K. ROBINSON
Registered Agent