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MURRAH, DOYLE AND WIGLE, P.A.

ATTORNEYS AND COUNSELLORS AT LAW
MORSE BOULEVARD PROFESSIONAL CENTER
800 WEST MORSE BOULEVARD
WINTER PARK, FLORIDA 32789

June 15, 2000

KENNETH F. MURRAH
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MAILING ADDRESS
POST OFFICE BOX 1328
WINTER PARK, FLORIDA 32790
TELEPHONE (407) 644-9801
FAX (407) 644-0820

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

Attn: Corporate Records Bureau

Re: CreationFactory, Inc.

Dear Sir or Madam:

I enclose an original and an exact or conformed copy of the Articles of this proposed corporation.

The second copy is for certification purposes. Please send the original Certificate of Incorporation together with a certified copy of the Articles of Incorporation.

A check in the amount of \$78.50 is enclosed for the following fees:

Filing fee	\$35.00
Certified copy of Certificate of Incorporation	\$8.75
Notice of Designation of Registered Agent and Acceptance	\$35.00
Total	\$78.75

The notice designating the Registered Office and the Registered Agent, which includes the Registered Agent's acceptance is attached to or included in the Articles.

Very truly yours,


PATRICK W. DOYLE

PWD/smb
encs

EFFECTIVE DATE
6-14-00

FILED
00 JUN 19 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN 22 2000

EFFECTIVE DATE

6-14-00

ARTICLES OF INCORPORATION
OF

CreationFactory, Inc.

ARTICLE 1 - Name

The name of the corporation is CreationFactory, Inc.

ARTICLE 2 - Address

The street address of the initial principal office of the corporation is 1683 Lakehurst Ave., Winter Park, FL 32789. The mailing address of the corporation is the same.

ARTICLE 3 - Shares

This corporation is authorized to issue 10,000 shares of \$1.00 par value common shares. All issued shares must be represented by certificates.

ARTICLE 4 - Preemptive Rights

Each shareholder, upon the sale for money of any new shares of this corporation of the same class or series as that which the shareholder already holds, shall have the right to purchase a 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 5 - Initial Registered Office and Agent

The street address of the corporation's initial registered office is 1683 Lakehurst Ave., Winter Park, FL 32789, and the name of the initial registered agent at that office is STEPHEN N. TEICHER. The written acceptance by the registered agent is attached.

ARTICLE 6 - Incorporator

The name and address of each incorporator is:

STEPHEN N. TEICHER 1683 Lakehurst Ave., Winter Park, FL 32789

ARTICLE 7 - Initial Board of Directors

The names and addresses of the individuals who are to serve as the initial directors are:

STEPHEN N. TEICHER	1683 Lakehurst Ave., Winter Park, FL 32789
J. MICHAEL MOSHELL	2060 Goldwater Crt., Maitland, FL 32751
CHARLES E. HUGHES	2509 Saginaw Trail, Maitland, FL 32751
CHRISTOPHER N. STAPLETON	4149 Windermere Drive, Orlando, FL 32835

ARTICLE 8 - Indemnification

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 9 - Amendment

The corporation has the right to amend these Articles of Incorporation at any time to add or change a provision that is required by law or permitted in these Articles or to delete a provision not required by law to be in these Articles.

ARTICLE 10 - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors or in the Shareholders, but any bylaw adopted by the Shareholders may not be altered, amended, or repealed by the Board of Directors.

ARTICLE 11 - Date of Commencement of Corporate Existence

Corporate existence begins on the date of signing of the Articles of Incorporation by the incorporator provided the Articles are filed by the Department of State within five (5) business days after such date; otherwise, the date of corporate existence shall begin on the date the Articles are filed by the Department of State.

The undersigned incorporator executed these Articles of Incorporation this 14 day of June, 2000.

Stephen N. Teicher
STEPHEN N. TEICHER, Incorporator

NOTICE OF REGISTERED OFFICE AND REGISTERED AGENT

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

CreationFactory, Inc., desiring to organize and qualify under the laws of the State of Florida hereby designates:

Registered Office: 1683 Lakehurst Ave., Winter Park, FL 32789

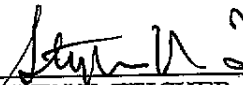
Registered Agent: STEPHEN N. TEICHER


STEPHEN N. TEICHER, Incorporator

DATED: June 14, 2000

STATEMENT OF
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of the above corporation and agrees to comply with the provisions of the Florida Statutes relative to my capacity as Registered Agent. The undersigned is familiar with, and accepts, the obligation of that position as provided for in Section 607.0505, Florida Statutes.


STEPHEN N. TEICHER
REGISTERED AGENT
DATED: June 20, 2000

FILED
00 JUN 19 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA