

U. REGISTER JUL 24 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 21, 2000

LIANA LAZARIDIS
229 MARK TWAIN LANE
ROTONDA WEST, FL 33947

SUBJECT: THE FINAL CUT INC.
Ref. Number: W00000015742

We have received your document for THE FINAL CUT INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6924.

Kimberly Rolfe
Corporate Specialist Supervisor

Letter Number: 200A00035147

ARTICLES OF INCORPORATION
FOR
THE CREATIVE ERECTION INC.

FILED
00 JUL 21 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be The Creative Erection Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business for this corporation is 229 Mark Twain Lane, Rotonda West, FL 33947.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of conducting a building operation and for the purposes of transacting any and all lawful business.

ARTICLE IV - SHARES

This corporation is authorized to issue 10,000 shares of five dollars (\$5.00) par value stock, which shall be designated "common shares".

ARTICLE V - INITIAL OFFICERS/DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

Michael D. Neumeyer - 229 Mark Twain Lane, Rotonda West, FL 33947

Liana Lazaridis - 229 Mark Twain Lane, Rotonda West, FL 33947

ARTICLE VI - REGISTERED AGENT

The name of the registered agent of this corporation is Liana Lazaridis and the street address of the registered agent named above is 229 Mark Twain Lane, Rotonda West, FL 33947.

ARTICLE VII - INCORPORATOR

The names and addresses of the persons signing these articles is:

Michael D. Neumeyer - 229 Mark Twain Lane, Rotonda West, FL 33947

Liana Lazaridis - 229 Mark Twain Lane, Rotonda West, FL 33947

ARTICLE VIII - DURATION

This corporation shall have perpetual existence.

ARTICLE XVII- POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XVIII- DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIX DIRECTOR QUORUM AND VOTING

One of the directors shall constitute a quorum for a meeting of directors.
If a quorum is present, the affirmative vote of all of the directors present, or if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of two thirds (2/3) of the directors present and voting shall be the act of the board of directors.

ARTICLE XX - MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special meeting of the board of directors by means of conference telephone as provided by law, but each director must attend regular meetings of the board of directors, in fact, in person.

ARTICLE XXI - INDEMNIFICATION

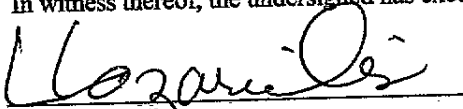
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


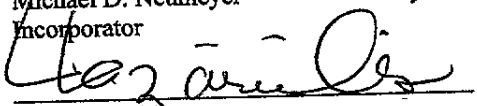
ARTICLE XXII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

In witness thereof, the undersigned has executed these Articles of Incorporation this 1st day of July 2000.


Liana Lazaridis
Registered Agent


Michael D. Neumeyer
Incorporator

Liana Lazaridis
Incorporator

ARTICLE IX - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 XI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE XII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capitol stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Michael D. Neumeyer - 2500 shares

Liana Lazaridis - 2500 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreements among all of the shareholders and this corporation.

ARTICLE XIII - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of candidates.

ARTICLE XIV - CALLING OF SPECIAL MEETINGS

Any stockholder holding two thousand (2000) or more shares may call special meetings of shareholders.

ARTICLE XV - SHAREHOLDER QUORUM AND VOTING

One hundred percent (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty percent (50%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XVI - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

State of Florida
County of Charlotte

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Michael D. Neumeyer and Liana Lazaridis known to me and known by me to be the person who executed the foregoing Article of Incorporation and acknowledged before me that they executed those Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 1st day of July 2000.



Christy L. McGinnis
My Commission CC933175
Expires June 30, 2004

Christy L. McGinnis
Notary Public

My commission expires: June 30, 2004

FILED
00 JUL 21 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA