

P00000106805

CREATIVE SALES GROUP, INC.

9033 Dickens Avenue
Surfside, Florida 33154
Tel: 305-868-8830
Fax: 305-864-7877

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 30, 2000

Secretary of State.
Division of Corporations.
P.O. Box 6327
Tallahassee, Florida 32314

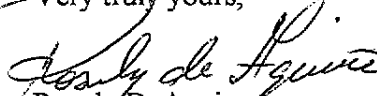
Re: Creative Sales Group Worldwide, Inc.
Creative Sales Group, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation, together with our checks, in the amount of \$78.75. Please file the Articles of Incorporation and return a certified copy to us.

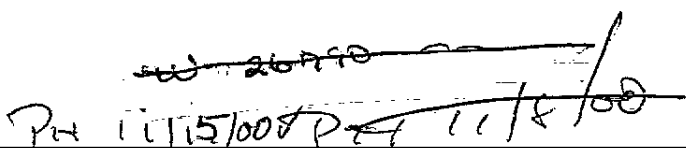
Thank you in advance for your prompt attention to this matter.

Very truly yours,


Rosely DeAquino

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*****78.75 *****78.75

RD/mp
enclosures


Pm 11/15/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 8, 2000

ROSELY DEAQUINO
9033 DICKENS AVE
SURFSIDE, FL 33154

SUBJECT: CREATIVE SALES GROUP, INC.
Ref. Number: W00000026790

We have received your document for CREATIVE SALES GROUP, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 200A00057956

**ARTICLES OF INCORPORATION
OF
CREATIVE SALES GROUP WORLDWIDE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE ONE
NAME**

The name of the corporation is:

CREATIVE SALES GROUP WORLDWIDE, INC.

**ARTICLE TWO
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The general nature of the business or businesses to be transacted by the corporation, which shall include, without limitation, the authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful business or activity permitted under the laws of the United States or of the State of Florida for which corporations may be incorporated under Chapter 607, Florida Statutes, is as follows:

(1) To carry on a general mercantile, industrial, investing, service or trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed and other real, personal, and mixed property of any and all kinds, including services together with the components, resultants and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops, storehouses, buildings and commercial, retail and service establishments of every character, including, without limitation, all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes or businesses of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business; including the ownership and control of other corporations and serving as partner in partnerships, foreign or domestic.

(2) To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest

or right therein; to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and general deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties; to carry on a general construction, contracting, building, and realty management business, as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

(3) To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventories, devices, formulae, processes and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereto;

(c) franchises, licenses, grants and concessions.

ARTICLE FOUR CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

This corporation is authorized to issue preferred shares in such classes and in such amounts and with such par values as shall be determined by the board of directors of the corporation by a majority vote at a special meeting held for the purpose of issuing such shares. The preferred shares shall have such preferences as to the payment of, and entitlement to such percentage of, the dividends of the corporation as shall be determined by the board of directors at the aforesaid special meeting. The classes of such preferred shares shall have such preferences in the assets of the corporation over other classes of shares upon the voluntary or involuntary liquidation of the corporation as the board of directors shall enact at such meeting. At such meeting, the Articles of Incorporation of this corporation shall be amended and the enacted resolution shall be recorded with the Secretary of State of Florida prior to the issuance of any such shares. The board of directors of the corporation is expressly authorized and empowered to establish the series and classes of preferred shares and to affix and determine the variations and the relative rights and preferences as between series and the board of directors shall have the authority to divide any or all such classes into series and to fix and determine the relative rights and preferences of the shares of any series so established. The holders of preferred shares of the corporation shall have no voting rights except as expressly required by Florida law.

**ARTICLE FIVE
INITIAL PRINCIPAL OFFICE AND
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office and mailing address of the corporation is 9033 Dickens Avenue, Surfside, Florida 33154. The street address of the initial registered agent of this corporation is: 9033 Dickens Avenue, Surfside, Florida 33154. The name of the initial registered agent of this corporation at that address is: Rosely DeAquino.

**ARTICLE SIX
INITIAL OFFICERS AND DIRECTORS**

The initial officers and directors of this corporation are:

Rosely DeAquino
President/Secretary/Vice President/Treasurer
9033 Dickens Avenue
Surfside, Florida 33154

**ARTICLE SEVEN
INCORPORATORS**

The name and address of the person signing these Articles is: Rosely DeAquino, 9033 Dickens Avenue, Surfside, Florida 33154.

**ARTICLE EIGHT
BY-LAWS**

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws shall be adopted, altered, amended or repealed from time to time by the board of directors.

**ARTICLE NINE
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the board of directors and the holders of the common stock of the corporation. Preferred shareholders shall have no right to vote upon amendments to the Articles of Incorporation except as specifically required by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of November, 2000.



ROSELY DeAQUINO

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared ROSELY DeAQUINO who is/is not personally known to me and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the
State and County aforesaid this 14th day of November, 2000.



Martha M. Poey
Notary Public, State of Florida
Print Name: MARTHA M Poey

My Commission Expires: _____

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Rosely de Aquino
ROSELY De AQUINO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA