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LAW OFFICES OF
COSTELL WALTON, JR.

1339 N.E. 4TH AVENUE, SUITE N
FORT LAUDERDALE, FLORIDA 33304

COSTELL WALTON, JR.

FILED

01 MAY 24 AM 11:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (954) 763-5336
FAX (954) 763-5331

May 29, 2001

Division of Corporation
Florida Department of State
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32399

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*****78.50 *****78.50

ATTENTION: DORIS BROWN - NEW FILING

RE: ARTICLES OF INCORPORATION FOR
THE CREATOR'S WORK, INC.

Dear Ms. Brown:

Enclosed please find check #3408 in the amount of Seventy Eight Dollars and Fifty Cents (\$78.50), for filing of the Articles of Incorporation for The Creator's Work, Inc., previously mailed to you.

Your usual cooperation is greatly appreciated.

Sincerely,


Costell Walton, Jr.

Encl:

B. BROWN JUN - 1 2001 ✓

ARTICLES OF INCORPORATION
OF
THE CREATOR'S WORK, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator acknowledges and files this Certificate for the purpose of forming a corporation under laws of the State of Florida.

NAME OF CORPORATION

FIRST: The name of the Corporation shall be THE CREATOR'S WORK, INC.

OBJECTIVE OR OBJECTS OF CORPORATION

SECOND: To transact any or all lawful business for which corporations may be organized which is not prohibited by law nor required to be specifically stated in the Articles.

LOCATION

THIRD: The principal office of the Corporation in the State of Florida, County of Broward, shall be located at 400 N.W. 87TH Drive - Apartment 203, Plantation, Florida 33324.

CAPITAL STOCK

FOURTH: 1) The total number of shares of stock which the corporation shall have authority to issue shall be seven thousand five hundred (7500) shares of common stock of a par value of One Dollar (\$1.00) per share. The total of authorized capital stock is thus seven thousand five hundred (7500) shares of Seven Thousand Five Hundred Dollars (\$7,500.00) par value common stock, and all of

said stock shall be common and none shall be preferred stock or stock of a different class.

2) The Corporation will begin business with seven thousand five hundred (7500) shares of said common stock of the aggregate value of Seven Thousand Five Hundred Dollars (\$7,500.00), fully paid for as shown by the subscriber hereinafter set out.

**OFFICER TO RECEIVE SUBSCRIPTIONS TO
CAPITAL STOCK**

FIFTH: The name and post office address of the officer or agent designated by the incorporator to receive subscriptions to the capital stock of the Corporation is KATRINA SAPP, 400 N.W. 87th Drive - Apartment 203, Plantation, Florida 33324.

**INCORPORATOR: STOCKHOLDER: DIRECTOR
AND OFFICER FOR FIRST YEAR**

SIXTH: 1) The name and address of the incorporator is as follows:

INCORPORATOR

<u>NAME</u>	<u>ADDRESS</u>
KATRINA SAPP	400 N.W. 87 th Drive Apartment #203 Plantation, Florida 33324

2) The name and address of the initial stockholders and the number of shares subscribed is as follows:

STOCKHOLDER

<u>Name and Address</u>	<u>Number of Shares</u>
Authorized but undistributed	7,500

3) The name and address of the director(s) chosen for the first year are as follows:

<u>Name</u>	<u>Address</u>
KATRINA SAPP	400 N.W. 87 th Drive Apartment #203 Plantation, Florida 33324

4) The name and address of the officer(s) of the Corporation chosen for the first year and the office to which they each have been chosen is as follows:

OFFICERS

<u>Name and Address</u>	<u>Officer</u>
KATRINA SAPP 400 N.W. 87 th Drive Apartment #203 Plantation, Florida 33324	President/Secretary/Treasurer

SEVENTH: The period of duration of this Corporation shall be perpetual.

SPECIAL PROVISIONS

EIGHTH: 1) The stockholder shall have authority to adopt such rules, by-laws and regulations for the governing of the Corporation as he/she may deem necessary or expedient.

2) Holders of common stock shall be entitled to one vote for each and every share of stock standing in his, her or its name at any and all meetings of the stockholders of the Corporation, and said stock may be voted by the stockholders of record, either in person or by proxy.

3) The business and affairs of the Corporation shall be under the management and control of a Board of Directors, said

Board to consist of a minimum of one (1) person. In the event of the death or resignation of a director, or the refusal of a person elected as director to accept his elections as such, or to otherwise qualify as such, the remaining directors shall elect his successor. All officer(s) and director(s) shall hold office for a period of one (1) year, or until their respective successor(s) are duly elected and qualified. The stockholders shall have the right to amend, modify or invalidate any and all actions of the Board of Director(s) by a simple majority vote of the stockholder(s).

4) The shares of capital stock in the Corporation, when fully paid for in accordance with the subscription therefor, as authorized or provided by law, shall be fully paid and non-assessable; and in no case shall any stockholder be individually liable otherwise than for the unpaid stock subscribed for by him.

5) The Corporation shall have a lien on the shares of its stockholder(s) for any debt or liability incurred by a stockholder to it before a notice of transfer of levy on such shares, and shall have all the rights in respect thereto, and with respect to the enforcing of said lien as are now, or may be hereafter, conferred by the laws of the State of Florida.

6) The dates on which the stockholder(s) annual meeting shall be held, the number of director(s) and their terms of office, and the terms of office of the officer(s), and the powers and duties of the officer(s), shall be fixed by the By-Laws and filed by the Board of Director(s). The Corporation shall have

power to make By-Laws for the regulation and governing of the Corporation, its agents, servants and officers, and for all other purposes not inconsistent with the Constitution and laws of the State of Florida.

7) Restrictions applicable to the transfer of stock by any stockholder or the disposition of such stock upon the death of any stockholder shall be controlled and regulated by the By-Laws as adopted.

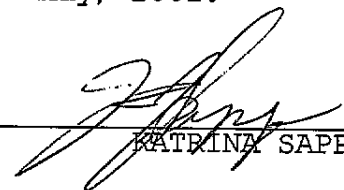
8) The Corporation reserves the right to amend, alter, modify, change or repeal any provision contained in these Amended Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon the officers,

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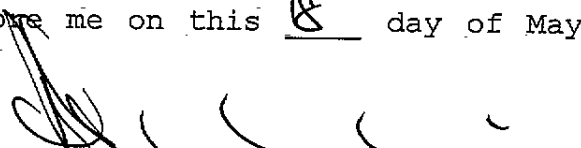
directors and stockholders herein are granted subject to this reservation.


9) KATRINA SAPP, 400 N.W. 87th Drive, Apartment 203, Plantation, Florida 33324 shall be the Registered Agent of the Corporation to receive service of process.

IN WITNESS WHEREOF, I, the said incorporator, have hereunto set my hand and seal on this 17th day of May, 2001.


KATRINA SAPP

SWORN TO AND SUBSCRIBED before me on this 18 day of May, 2001.


Notary Public, State of Florida
At Large

 Annette Sinclair
My Commission CC720548
Expires March 1, 2002

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation

Accepted:


KATRINA SAPP
Registered Agent