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ENGELBERG, CANTOR & MILGRIM, P.L.

A PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AT LAW

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PLEASE DIRECT ALL MAIL  
TO HOLLYWOOD OFFICE

December 10, 2001

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Division of Corporations  
State of Florida  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Articles of Incorporation  
Creative Capital of Florida, Inc.

Dear Sir/Madam:

We have prepared and enclose herein two (2) originals of the Articles of Incorporation of Creative Capital of Florida, Inc. Additionally, please find a check in the amount of Seventy-Eight Dollars and 75/100 (\$78.75) made payable to the Secretary of State representing your fee for filing said Articles of Incorporation.

Kindly file the enclosed Articles of Incorporation and return a certified copy of said Articles to our Hollywood offices.

If you have any questions with regard to the enclosed, please do not hesitate to contact our offices.

Sincerely,

  
MORRIS ENGELBERG  
For the Firm

ME:nh  
Enclosures  
cc. Herb Milgrim, Esquire

FILED  
01 DEC 12 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. BRYAN DEC 13 2001

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01 DEC 12 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CREATIVE CAPITAL OF FLORIDA, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person, competent to contract pursuant to the provisions of Chapter 607, Florida Statutes, for the purpose of establishing a corporation, does hereby declare the following:

ARTICLE I - NAME

The name of this corporation is CREATIVE CAPITAL OF FLORIDA, INC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

c/o Herb Milgrim, Counsel  
3230 Stirling Road, Suite 1  
Hollywood, Florida 33021

ARTICLE III  
NATURE OF CORPORATE BUSINESS

This corporation may engage in any activity or business permitted under Florida law.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 2,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V  
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata 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 c/o Herb Milgrim, Counsel, 3230 Stirling Road, Suite 1, Hollywood, Florida 33021 and the name of the initial registered agent of this corporation at that address is Herb Milgrim.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have 1 Director to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name and address of the Director is:

Herb Milgrim, Counsel  
3230 Stirling Road, Suite 1  
Hollywood, Florida 33021

ARTICLE VIII  
INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Herb Milgrim, Counsel  
3230 Stirling Road, Suite 1  
Hollywood, Florida 33021

ARTICLE IX  
INDEMNIFICATION

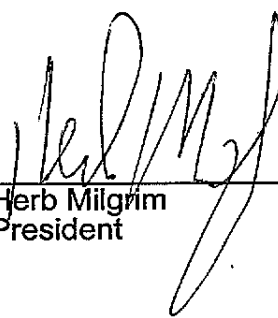
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X  
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, 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 date of signing.

Dated: 12-10, 2001

  
\_\_\_\_\_  
Herb Milgrim  
President

CERTIFICATE DESIGNATION PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Creative Capital of Florida, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Hollywood, State of Florida, has named Herb Milgrim, Counsel, 3230 Stirling Road, Suite 1, Hollywood, State of Florida, as its agent to accept service of process within Florida.

SIGNATURE

TITLE

DATE

Herb Milgrim  
President  
12-10-01

Having been named to accept service of process for the above-stated 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 and complete performance of my duties.

SIGNATURE

DATE

Herb Milgrim  
12-10-01

FILED  
01 DEC 12 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA