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LAW OFFICES

STEVEN R. ROSENTHAL

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UNION PLANTERS BANK CENTRE
2405 UNIVERSITY DRIVE, CORAL SPRINGS, FLORIDA 33065

February 25, 2002

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

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

**Re: CREATIVE COLLECTIONS, INC.
Articles of Incorporation**

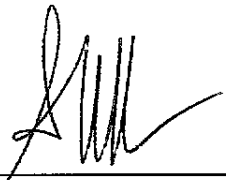
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation with regard to the above-referenced corporation, for filing, together with my check in the sum of \$78.75 as and for your filing fee.

Upon the filing of same, please forward to our office the Charter Number assigned to the corporation, as well as a certified copy of the Articles of Incorporation.

Should you have any questions, please do not hesitate to contact my office.

Very truly yours,



STEVEN R. ROSENTHAL, ESQUIRE

SRR/gj

Enclosures - stated

cc: Michelle Blase

FILED
2002 FEB 27 PM 1:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JF 3/4/02

ARTICLES OF INCORPORATION
OF
CREATIVE COLLECTIONS, INC.

FILED
2002 FEB 27 PM 1:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is: **CREATIVE COLLECTIONS, INC.**

ARTICLE II
DURATION

This corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

ARTICLE III
PURPOSE

This corporation may engage in any activity of business permitted under the laws of the State of Florida, its primary purpose is: manufacturing, distribution and sales of crafts and artwork.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V
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 they already hold, shall have the right to purchase their pro rata share thereof (as nearly as may be done without the issuance of fractional shares at the price at which it is offered to others).

**ARTICLE VI
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation is : 3485 Pinewalk Drive N., Apt. 204, Margate, Florida 33063.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 3485 Pinewalk Drive N., Apt. 204, Margate, Florida 33063 and the name of the initial registered agent of this corporation at that address is: **MICHELLE BLASE**.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director is: **MICHELLE BLASE**, 3485 Pinewalk Drive N., Apt. 204, Margate, Florida 33063.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles is: **MICHELLE BLASE**, 3485 Pinewalk Drive N., Apt. 204, Margate, Florida 33063.

**ARTICLE X
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI
AMENDMENTS**

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 Stockholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation on this 25 day of February, 2002.


MICHELLE BLASE

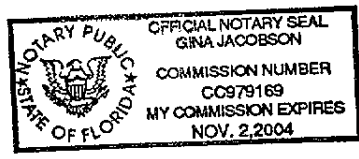
STATE OF FLORIDA)
)SS.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared **MICHELLE BLASE**, who, after being duly sworn, deposes and states that she signed the foregoing Articles of Incorporation for the purpose therein expressed. **MICHELLE BLASE** is personally known to me or produced Fla Driver's License as identification.

WITNESS my hand and official seal at the State and County aforesaid, this 25 day of February, 2002.

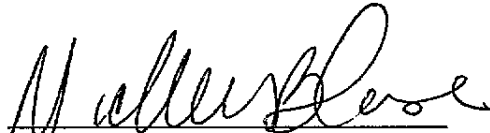

Notary Public, State of Florida
Print Name: GINA JACOBSON

My Commission Expires:



REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent
for said Corporation.


MICHELLE BLASE
Registered Agent

2002 FEB 27 PM 1:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED