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ATTORNEYS WITH A GLOBAL PERSPECTIVE™
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200 SOUTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131

BROOKS C. MILLER
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July 2, 2002

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

Re: Cheryl Bubb Studios, Inc.

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-07/08/02--01039--017
*****87.50 *****87.50

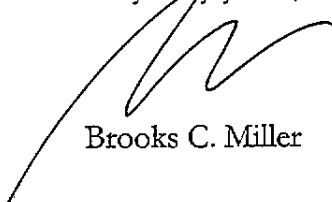
To Whom It May Concern:

Enclosed herewith for filing are the following documents pertaining to the above-referenced corporation:

1. Transmittal Letter;
2. Original Articles of Incorporation;
3. Copy of the Articles of Incorporation; and
3. Check #003526 in the amount of \$87.50 covering the filing fee of Cheryl Bubb Studios, Inc.

Should you have any questions regarding this matter, please feel free to contact our office.

Very truly yours,



Brooks C. Miller

Enclosures

FILED
02 JUL 16 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 10, 2002

BROOKS C. MILLER, ESQ.
1690 FIRST UNION FINANCIAL CENTER
200 S BISCAYNE BLVD
MIAMI, FL 33131

SUBJECT: CHERYL BUBB STUDIOS, INC.
Ref. Number: W02000019836

We have received your document for CHERYL BUBB STUDIOS, 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 DEPARTMENT OF STATE CANNOT SERVE AS REGISTERED AGENT FOR THE CORPORATION. (ARTICLE V)

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 802A00042810

FILED

Articles Of Incorporation of
Cheryl Bubb Studios, Inc.

02 JUL 16 AM 8:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles Of Incorporation for such Corporation:

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles Of Incorporation.

Article I
Name

The name of the Corporation is Cheryl Bubb Studios, Inc.

Article II
Corporate Existence

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles Of Incorporation with the Florida Department Of State.

Article III
Stock

Section A. Authorized Common Voting Shares. The aggregate number of common voting shares which the Corporation is authorized to issue is 1,000 shares of \$1.00 par value common voting stock.

1. Voting Rights and Notice. At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles Of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. Dividends. Except where otherwise provided by law or by these Articles Of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. Liquidation. Except where otherwise provided by law or by these Articles Of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting shares without distinction according to their respective shares.

Article IV
Principal Office

The address of the principal office of the Corporation is 7885 N.W. 55th St, Miami, Florida 33166.

Article V
Agent For Service Of Process

The agent of the Corporation upon whom process in any action or proceeding against it may be served is:

Brooks Miller
1690 First Union Financial Center
200 South e Blvd. Suite 1690
Miami, Florida 33131

Article VI
Incorporator

The name and address of the Incorporator is:

Brooks Miller
1690 First Union Financial Center
200 South e Blvd. Suite 1690
Miami, Florida 33131

Article VII
Purpose And Power

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

Article VIII
No Board Of Directors

After the completion of the organization meeting of the Director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors.

Article IX
Officers

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and assistant Officers as shall be named by the Board of Directors pursuant to the Bylaws of the Corporation. The initial Officers of the Corporation, who shall serve as such until the first meeting of the Board of Directors or until their successors are elected and shall qualify, are:

<u>Office</u>	<u>Name and Address</u>
President	Cheryl A. Bubb 5000 S.W. 93d Street Coral Gables, Florida 33156
Secretary	Cheryl A. Bubb 5000 S.W. 93d Street Coral Gables, Florida 33156

Article X
Corporate Seal

This Corporation shall have a corporate seal.

Article XI
Real Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Corporation shall be executed by the President or the Secretary, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Corporation.

Article XII
Amendment Of Articles Of Incorporation

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

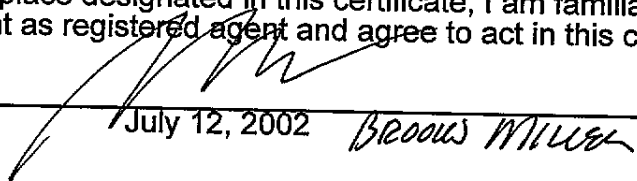
Dated July 12, 2002.



Brooks Miller Incorporator

Acceptance

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.



July 12, 2002 Brooks Miller