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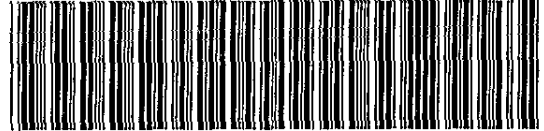
(Business Entity Name)

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LAW OFFICES
Friedman & Kulatz, LLC

Member NTSB Bar Assoc
Florida Aviation Law Comm

March 24, 2003

Suite 4R
The Trial Lawyers Building
633 S.E. Third Avenue
Fort Lauderdale, FL 33301
(954) 527-0002
FAX: (954) 524-5143
EMAIL: kdavlaw@aol.com

Florida Division of Corporations
Attn: New Filings
409 E. Gaines Street
Tallahassee, FL 32399

Re: CreativeXchange, Inc.
Incorporation

Gentlemen:

I am submitting new articles for filing together with a check to cover the necessary fees for your consideration.

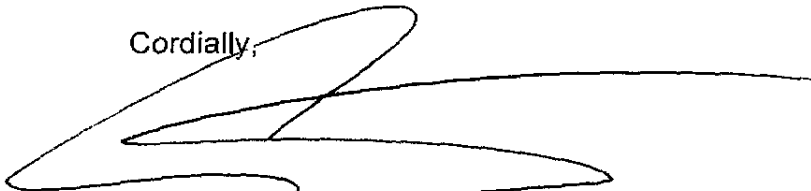
Please file the enclosed Articles of Incorporation for CreativeXchange, Inc. at your earliest convenience upon receipt.

I have enclosed two original copies of the articles so that you will have one to return to me with the "date stamp" of the division evidencing the filing of the papers. Also enclosed is a stamped envelope for your use in sending back the "duplicate original" with the division "date filed" stamp on it.

I do not require a certified copy, but it is important to get the filing done as soon as practicable.

Thanks for your help with this incorporation.

Cordially,

A large, stylized handwritten signature in black ink, appearing to read 'Conrad S. Kulatz'.

Conrad S. Kulatz, Esq.

**ARTICLES OF INCORPORATION
OF
CreativeXchange, Inc.**

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The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CreativeXchange, Inc.

The principal place of business of this corporation shall be 2000 S. Ocean Blvd., 4G, Lauderdale By-The- Sea, FL 33062.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 633 S.E. Third Avenue, Suite 4R, Fort Lauderdale, Florida 33301, and the name of the initial resident agent of the corporation at that address is Attorney Conrad S. Kulatz, Esquire at Friedman & Kulatz, LLC.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. CORPORATE INDEMNIFICATION PLAN

The corporation will indemnify any person:

(1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014;

(2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014. The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The corporation will have the power to make further indemnification as provided in Florida Statute 607.014(6) except to indemnify any person against gross negligence or willful misconduct.

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided in Florida Statutes 607.014(8) and 607.014(9).

ARTICLE VII. PERSONAL LIABILITY

The shareholders of this corporation shall have no personal liability for the debts of this corporation.

ARTICLE VIII. DIRECTORS

This corporation shall have One (1) Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law. The name and address of the initial Director of the Corporation is:

Mark J. Siegel
2000 S. Ocean Blvd., 4G
Lauderdale By-The- Sea, FL 33062

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Mark J. Siegel
2000 S. Ocean Blvd., 4G
Lauderdale By-The- Sea, FL 33062

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the

24th day of March, 2003.


Mark J. Siegel

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 24th day of March, 2003 by Mark J. Siegel who is personally known to me and who did take an oath.

My Commission Expires:




Conrad S. Kulatz
Commission # CE 940257
Expires July 11, 2004
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public

Having been named as registered agent for the above-stated corporation, 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 and I accept the duties and obligations of Section 607.0505, Florida Statutes, as amended.

March 24, 2003


Conrad S. Kulatz, Esquire
Friedman & Kulatz, LLC

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