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1/31/95

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FAG-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINED STREET

MIAMI FL 33166- 311-

TALLAHASSEE, FL 32399

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FAX: (904) 922-4000

PHONE: (305) 599-0839

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((H95000001238))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MARJORIE COMPUTER GROUP, INC.

FAX AUDIT NUMBER: H95000001238

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/31/1995

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**ARTICLES OF INCORPORATION
OF
MARJORIE COMPUTER GROUP, INC.**

ARTICLE I. NAME.

The name of the corporation is MARJORIE COMPUTER GROUP
INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal office of the Corporation is at 14482
S.W. 139th Avenue West, Miami, in Dade County, State of
Florida.

ARTICLE III. REGISTERED AGENT.

The registered agent for the Corporation is Marjorie
Zamudio and the address to be used for service to the
Corporation shall be 14482 S.W. 139th Avenue West, Miami,
Florida 33186.

ARTICLE IV. BOARD OF DIRECTORS.

(I) The Corporation shall have a minimum of two (2)
directors, and shall have two (2) directors initially. The
number of directors may be increased from time to time by
amendment of the By-laws

(II) The names and addresses of the persons who are to
serve as directors until the first annual meeting of
shareholders or until its successors are elected and
qualify, are:

Marjorie Zamudio
14482 S.W. 139th Avenue West
Miami, FL 33186

Gisela Escobar
14482 S.W. 139th Ave. West
Miami, FL 33186

ARTICLE V. INCORPORATOR.

The name and address of the incorporator is as follows:

Marjorie Zamudio
14482 S.W. 139th Avenue West
Miami, FL 33186

ARTICLE VI. DURATION.

The Corporation shall have perpetual existence.

Prepared By:
Marjorie Zamudio
14482 SW 139th Ave.
Miami, FL 33186
(305)225-0836

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ARTICLE VII. PURPOSES.

The purposes for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE VIII. POWERS.

The corporation may exercise any powers, without limitation whatsoever, which a Corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE IX. CAPITAL STOCK.

Section 1. Authorized shares. The total number of shares which this Corporation is authorized to issue is One Hundred (100)

Section 2. Preemptive rights. Except as may otherwise be provided by the board of directors, no holder of any shares of the stock of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares

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ARTICLE X. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is Five Hundred dollars (\$500.00)

ARTICLE XI. INTERESTED DIRECTORS.

No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the board shall have nonetheless ratified and approved such contract and transaction. Such interested director of directors may be counted in determining whether a quorum is present for the meeting at which such ratification of approval is given. If the interest of such director of directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 29th day of January, 1995.

Marjorie Zamudio

Marjorie Zamudio
14482 S.W. 139th Ave. West
Miami, FL 33186

I understand, accept and assume the duties and responsibilities of the position of Registered Agent of the aforementioned Corporation

Marjorie Zamudio

Marjorie Zamudio
14482 S.W. 139th Avenue West
Miami, FL 33186

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SANDLER, TRAVIS & ROSENBERG, P. A.

ATTORNEYS AT LAW
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5200 BLUE LAGOON DRIVE
MIAMI, FLORIDA 33126-2022
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KENNETH WOLF*

*NOT ADMITTED IN FL

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OF COUNSEL

January 15, 1996

Division of Corporations
Articles of Amendment Division
409 E. Gaines Street
Tallahassee, Florida 32399

200001691462
-01/18/96--01013--004
*****35.00 *****35.00

Re: Change of Corporate Name
Creative Group, Inc.

Gentlemen:

Enclosed please find Articles of Amendment to the Articles of Incorporation for the above-referenced. We are also enclosing a check in the amount of \$35.00 to cover the fees for this transaction.

Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely,

SANDLER, TRAVIS & ROSENBERG, P.A.

By:

Jorge R. Lopez

SH 1/19 NC

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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MARJORIE COMPUTER GROUP, INC.
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following articles of amendment to its Articles of Incorporation:

FIRST: AMENDMENT(S) ADOPTED:

I. CHANGE OF CORPORATE NAME:

Marjorie Computer Group, Inc. is changing its corporate name as follows:

The name of the Corporation is being amended from that of "Marjorie Computer Group, Inc.", to that of Creative Group Inc.

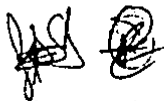
SECOND: DATE OF ADOPTION:

The date of this Articles of Amendment's adoption was December 1, 1995.

THIRD: ADOPTION OF AMENDMENT(S):

The Amendment(s) were adopted by the unanimous action of the Directors of the Board, and did not require the consent of the Shareholders.

Signed this 1st day of December, 1995.



Chairman of the Board of Directors
Gisela Escobar
President and Chairman

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