

Law Offices of
JOSEPH PADAWER

Attorneys At Law

Joseph Padawer
Attorney

Peter J. Basil Zies
Attorney

April 10, 1995

Per Sur:
P95000030021

Enclosed is the Original and
Copy Articles of Incorporation for Creative
Entertainment Group, Inc. with my
check for \$80⁰⁰. Please send
copy of registered Articles back to
my office at 2500 West Lake Mary
Blvd., Lake Mary, Fla. 32746

Sincerely yours
Joseph Padawer

APR 18 1995

300001457233
-04/14/95--01028--009
*****80.00 *****80.00

FILED

95 APR 12 AM 10:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

CREATIVE ENTERTAINMENT GROUP, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1837 Long Pond Dr.
Longwood, Florida 32779

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

50,000 shares common stock

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Joseph Padawer, Attorney at Law
2500 West Lake Mary Blvd.
Suite 212A
Lake Mary, Florida 32746

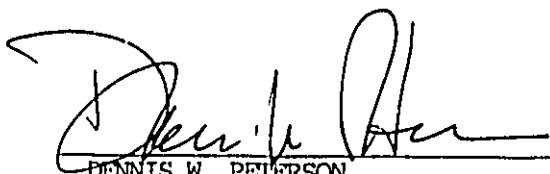
ARTICLE V

INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Dennis W. Peterson
1837 Long Pond Dr.,
Longwood, Florida 32779

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this tenth (10) day of April, 1995.



DENNIS W. PETERSON
SIGNATURE

ARTICLES OF INCORPORATION
FILING FEE- \$35

FILED

CERTIFICATE OF DESIGNATION OF 95 APR 12 AM 10:49

REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

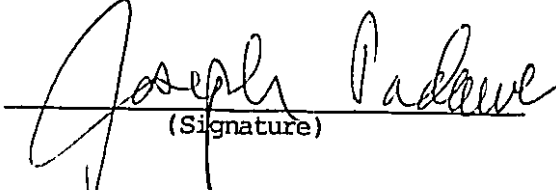
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

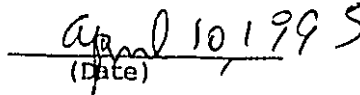
1. The name of the corporation is: CREATIVE ENTERTAINMENT GROUP, INC.
2. The name and address of the registered agent and office is:

JOSEPH PADAWER
ATTORNEY AT LAW

2500 West Lake Mary Blvd.
Suite 212A
Lake Mary, Florida 32746

Having been named as registered agent and to accept service of process
for the above stated corporation at the place designated in the
certificate, I hereby accept the appointment as registered agent
and agree to act in this capacity. I further agree to comply with
the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the
obligations of my position as registered agent.


(Signature)


(Date)

Joseph Padawer
Attorney

Attorneys at Law

Peter J. Basil Zies
Attorney

P95000030021

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

In Re: Articles of Amendment
Creative Entertainment Group, Incorporated

30000148883
-05/16/95--01098--006
*****35.00 *****35.00

May 11, 1995

Dear Sir or Madam:

Enclosed please find Articles of Amendment for Creative Entertainment Group, Incorporated together with a check in the amount of \$35.00. Kindly file the original and return the copy to us in the envelope provided. Thanking you for your attention to this matter.

Sincerely,

Joseph Padawer
JOSEPH PADAWER

FILED
95 JUN 12 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Corporation - misc.
Linda*

00789, 00721, 01040, 00723 00673



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 25, 1995

JOSEPH PADAWER
2500 WEST LAKE MARY BLVD.
SUITE 212A
LAKE MARY, FL 32746

SUBJECT: CREATIVE ENTERTAINMENT GROUP, INC.
Ref. Number: P95000030021

We have received your document for CREATIVE ENTERTAINMENT GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

Letter Number: 495A00026704

PADAWER AND ZIES

Attorneys at Law

Joseph Padawer
Attorney

Peter J. Basil Zies
Attorney

Florida Department of State
Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

In Re: Articles of Amendment
Creative Entertainment Group, Inc.

May 30th, 1995

Dear Sir or Madam:

Enclosed please find the corrected Articles of Amendment for Creative Entertainment Group, Inc., together with your letter of May 25th, 1995. I have made the requested corrections and understand you are in receipt of the proper filing fee of \$35.00. Thanking you in advance for your prompt attention to this matter.

Sincerely,


JOSEPH PADAWER
PADAWER & ZIES

ARTICLES OF AMENDMENT
CREATIVE ENTERTAINMENT GROUP, INC.

FILED
95 JUN 12 PM 1:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
6071000000

Pursuant to Florida Statute §607.1001 and Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ONE: The name of the corporation is
CREATIVE ENTERTAINMENT GROUP, INC.

TWO: The following Amendment of Articles of Incorporation was adopted by the Directors of the Corporation on April 25, 1995 in the manner prescribed by the laws of the State of Florida, and the Articles of Incorporation, to-wit:

WHEREAS the Directors of CREATIVE ENTERTAINMENT GROUP, INC. desire to amend Article III of the Articles of Incorporation to provide for the recapitalization by the issuance of a new class of stock, and

WHEREAS the Directors desire to amend the amount of the total authorized capital stock of this corporation in order to issue two (2) classes of shares of stock.

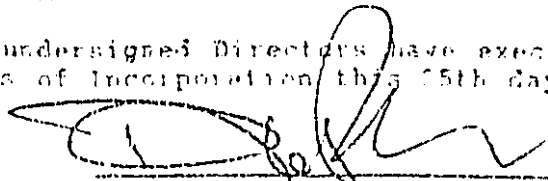
NOW THEREFORE, be it resolved that Article III of the Articles of Incorporation be and is hereby amended by and to read as follows:

The corporation is authorized to issue two (2) classes of shares of stock to be designated as "Preferred" and "Common" respectively; the total number of shares that may be issued by this Corporation is 100,000 shares without nominal or par value, 50,000 shares to be preferred shares and 50,000 shares to be common shares. All or any part of the shares of the common or preferred capital stock may be issued by the Corporation from time to time and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law, with due regard to the interest of the existing shareholders; and when such consideration has been received by the Corporation, such shares shall be deemed fully paid. The Preferred stock shall be entitled to cumulative dividends in each year at a per cent vote to be determined by the Board of Directors per year payable out of the surplus profits of the corporation in Preferred and priority to any dividends of the common stock. In the event of dissolution of the Corporation, the holders of Preferred stock shall be entitled to preference and priority in the distribution of its assets. The holders of preferred stock shall have voting rights equal to those holders of common stock.

RESOLVED further that said amendment is hereby adopted and approved this April 25, 1995.

THREE: This amendment is made by the Directors before the issuance of any shares.

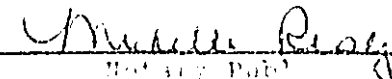
IN WITNESS WHEREOF, the undersigned Directors have executed this Amendment to the Articles of Incorporation this 25th day of April, 1995.

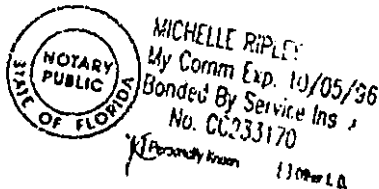

DENNIS W. PETERSON

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared DENNIS W. PETERSON, known to me and known to be the person who executed this Amendment to the Articles of Incorporation, that I relied upon the form of identification which was Driver's License FL. D. 302-139-887-873 of the above named person and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of May, 1995.


Michelle Ripley
Notary Public
My Commission Expires: 10/96



PADAWER and ZIES

Attorneys at Law

Joseph Padawer
Attorney

Peter J. Basil Zie
Attorney

P95000030021

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

500001721565
-02/22/96--01064--016
*****35.00 *****35.00

In Re: Articles of Amendment
Creative Entertainment Group, Incorporated

February 12, 1996

Dear Sir or Madam:

Enclosed please find Articles of Amendment for Creative Entertainment Group, Incorporated together with a check in the amount of \$35.00. Kindly file the original and return the copy to us in the envelope provided. Thanking you for your attention to this matter.

Sincerely,

Joseph Padawer
JOSEPH PADAWER

Amend
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 22 PM 12:23
FEB 23 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 22 PM 12:23

ARTICLES OF AMENDMENT
CREATIVE ENTERTAINMENT GROUP, INC.

Pursuant to Florida Statute §607.1001 and 607.1002, Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ONE: The name of the corporation is
CREATIVE ENTERTAINMENT GROUP, INC.

TWO: The following Amendment of Articles of Incorporation was adopted by the Directors of the Corporation on January 15, 1996 in the manner prescribed by the laws of the State of Florida, and the Articles of Incorporation, to-wit:

WHEREAS the Directors of CREATIVE ENTERTAINMENT GROUP, INC. desire to amend Article III of the Articles of Incorporation to provide for the recapitalization by the issuance of additional Preferred and Common shares of stock, and

WHEREAS the Directors desire to amend the amount of the total authorized capital stock of this corporation in order to issue two (2) classes of shares of stock.

NOW THEREFORE, be it resolved that Article III of the Articles of Incorporation be and is hereby amended by and to read as follows:

The corporation is authorized to increase the shares of Common and Preferred shares of stock respectively to a total number of shares that may be issued by this Corporation is 150,000 shares without nominal or par value, 75,000 shares to be preferred shares and 75,000 shares to be common shares. All or any part of the shares of the common or preferred capital stock may be issued by the Corporation from time to time and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law, with due regard to the interest of the existing shareholders; and when such consideration has been received by the Corporation, such shares shall be deemed fully paid. The Preferred stock shall be entitled to cumulative dividends in each year at a per cent vote to be determined by the Board of Directors per year payable out of the surplus profits of the corporation in Preferred and priority to any dividends of the common stock. In the event of dissolution of the Corporation, the holders of Preferred stock shall be entitled to preference and priority in the distribution of its assets. The holders of preferred stock shall have voting rights equal to those holders of common stock.

RESOLVED further that said amendment is hereby adopted and approved this January 15, 1996.

THREE: This amendment is made by the Directors before the issuance of any shares.

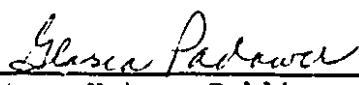
IN WITNESS WHEREOF, the undersigned Directors have executed this Amendment to the Articles of Incorporation this 15th day of January, 1996.

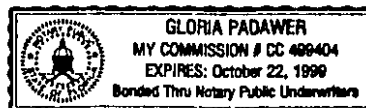

DENNIS W. PETERSON

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared DENNIS W. PETERSON, known to me and known to be the person who executed this Amendment to the Articles of Incorporation, that I relied upon the form of identification which was Driver's License No. P-362-139-887-873 of the above named person and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of January, 1996.


Notary Public
My Commission Expires:



PADAWER and ZIES

Attorneys at Law

Joseph Padawer
Attorney

FILED
96 MAY -2
Peter J. Basil Zies
Attorney

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

300001777503
-04/11/96--01116--010
*****35.00 *****35.00

In Re: Articles of Amendment
Creative Entertainment Group, Inc.

April 9th, 1996

Dear Sirs:

Please find enclosed Articles of Amendment for Creative Entertainment Group, Incorporated together with the \$35.00 filing fee. Kindly file the original and return the copy to us in the envelope provided. Thanking you in advance for your prompt attention to this matter.

Sincerely,

Michelle Ripley
Michelle Ripley
Paralegal with
PADAWER & ZIES

*CO. registered. miss
Linda*

*00789, 00524, 00671
The amendment must be
adopted by the incorporators
or the board of directors.*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 22, 1996

MICHELLE RIPLEY
THE LAW FIRM OF PADAWER AND ZIES
2500 W. LAKE MARY BLVD., SUITE 212A
LAKE MARY, FL 32746

SUBJECT: CREATIVE ENTERTAINMENT GROUP, INC.
Ref. Number: P95000030021

We have received your document for CREATIVE ENTERTAINMENT GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be adopted by the incorporators or the board of directors.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return 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 (904) 487-6902.

Linda Stitt
Corporate Specialist

Letter Number: 296A00018801

FILED
COMM-3 12:02

ARTICLES OF AMENDMENT
CREATIVE ENTERTAINMENT GROUP, INC.

Pursuant to Florida Statute §607.1001 and 607.1002, Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ONE: The name of the corporation is
CREATIVE ENTERTAINMENT GROUP, INC.

TWO: The following Amendment of Articles of Incorporation was adopted by the Board of Directors of the Corporation on April 1, 1996 in the manner prescribed by the laws of the State of Florida, and the Articles of Incorporation, to-wit:

WHEREAS the Board of Directors of CREATIVE ENTERTAINMENT GROUP, INC. desire to amend Article III of the Articles of Incorporation to provide for the recapitalization by the issuance of additional Preferred and Common shares of stock, and

WHEREAS the Board of Directors desire to amend the amount of the total authorized capital stock of this corporation to 250,000 shares of Common Stock and 250,000 shares of Preferred Stock.

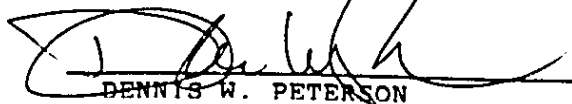
NOW THEREFORE, be it resolved that Article III of the Articles of Incorporation be and is hereby amended by and to read as follows:

The corporation is authorized to increase the shares of Common and Preferred shares of stock respectively to a total number of shares that may be issued by this Corporation is 500,000 shares without nominal or par value, 250,000 shares to be preferred shares and 250,000 shares to be common shares. All or any part of the shares of the common or preferred capital stock may be issued by the Corporation from time to time and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law, with due regard to the interest of the existing shareholders; and when such consideration has been received by the Corporation, such shares shall be deemed fully paid. The Preferred stock shall be entitled to cumulative dividends in each year at a per cent vote to be determined by the Officers per year payable out of the surplus profits of the corporation in Preferred and priority to any dividends of the common stock. In the event of dissolution of the Corporation, the holders of Preferred stock shall be entitled to preference and priority in the distribution of its assets. The holders of preferred stock shall have voting rights equal to those holders of common stock.

RESOLVED further that said amendment is hereby adopted and approved this April 1, 1996.

THREE: This amendment is made by the Board of Directors before the issuance of any shares.

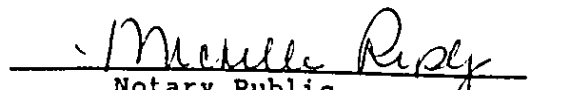
IN WITNESS WHEREOF, the undersigned Director has executed this Amendment to the Articles of Incorporation this 1st day of April, 1996.

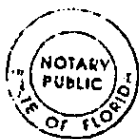

DENNIS W. PETERSON

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared DENNIS W. PETERSON, known to me and known to be the person who executed this Amendment to the Articles of Incorporation, that I relied upon the form of identification which was Driver's License of the above named person and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 26 day of April, 1996.


Notary Public
My Commission Expires: 12/96



MICHELLE RIPLEY
My Comm Exp. 12/06/96
Bonded By Service Ins.
No. CC233170
[[Personally Known] [Off. = I.D.]