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DAVID R. ELLIS
ATTORNEY AT LAW

BAY PROFESSIONAL CENTER
3233 EAST BAY DRIVE
LARGO, FLORIDA 34641
TEL. (813) 531-1111
FAX (813) 531-5088
PATENT COUNSEL
JOSEPH C. MASON, JR.

COMPUTER LAW
CORPORATION AND
BUSINESS LAW
COPYRIGHTS & TRADEMARKS
LICENSING & FRANCHISING
ENTERTAINMENT LAW
CONTRACT LAW

February 1, 1996

Secretary of State
Florida Division of Corporations
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

300001706263
-02/05/96--01056--009
*****70.00 *****70.00

Re: GENESIS CREATIONS, INC.

Dear Sir:

Enclosed are the original and one copy of the Articles of Incorporation for the above-captioned Florida Corporation. Also enclosed is a check in the amount of \$70.00 representing payment of the following:

Filing Fee: \$35.00
Registered Agent Fee: \$35.00

Please file the enclosed Articles of Incorporation and return a copy stamped filed to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

David R. Ellis
David R. Ellis

DRE:jm

Enclosures

FEB 8 1996 BSD

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB -2 AM 8:43

FILED

ARTICLES OF INCORPORATION
OF
GENESIS CREATIONS, INC.

FILED
96 FEB -2 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby undertake to form a Corporation for Profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:
GENESIS CREATIONS, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

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

A. 9,000,000 shares of Class A common stock with a par value of \$1.00 per share. The holder of record of each such share shall be entitled to one (1) vote for each such share held of record on all matters submitted for shareholder approval; and

B. 1,000,000 shares of Class B common stock with a par value of \$1.00 per share. The holder of record of each such share shall be entitled to three (3) votes for each such share held of record on all matters submitted for shareholder approval.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is to be:

37282 U.S. 19 North
Pinellas County
Palm Harbor, Florida 34684

and the name of the initial registered and resident agent of this Corporation at that address is James Velazquez.

ARTICLE V - ADDRESS

The initial street address of the principal office of the Corporation is to be:

37282 U.S. 19 North
Pinellas County
Palm Harbor, Florida 34684

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI - DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

James Velazquez
37282 U.S. 19 North
Palm Harbor, Florida 34684

Arnold P. Zweben
37282 U.S. 19 North
Palm Harbor, Florida 34684

ARTICLE VII - INCORPORATORS

The name and street address of the Incorporators of these Articles is as follows:

James Velazquez
37282 U.S. 19 North
Palm Harbor, Florida 34684

Arnold P. Zweben
37282 U.S. 19 North
Palm Harbor, Florida 34684

ARTICLE VIII - EFFECTIVE DATE

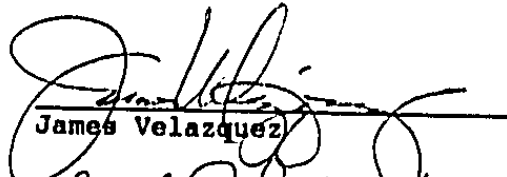

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholders meeting by a

majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

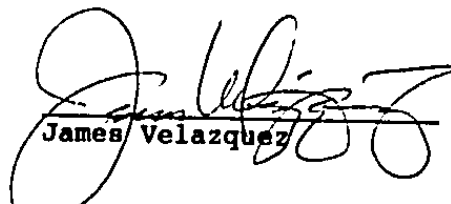
IN WITNESS WHEREOF, the undersigned Incorporators of this Corporation have executed these Articles of Incorporation on February 1, 1996.


James Velazquez

Arnold P. Zweben

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: Feb 1, 1996


James Velazquez