

MAR 20 1996 10:39AM STRAWN MONAGAN COHEN

TO: DIVISION OF CORPORATIONS
STATE OF FLORIDA
400 W. GULF BLVD.
TALLAHASSEE, FL 32399

FROM: STRAWN MONAGAN, P.A.
14 NE 14TH AVE
MELBE BEACH, FL 33483-
CONTACT: JOEL T. STRAWN OR AUDY R.

JOHNSTON

FAX: (904) 922-4000

PHONE: (407) 278-9400

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OR P.A.

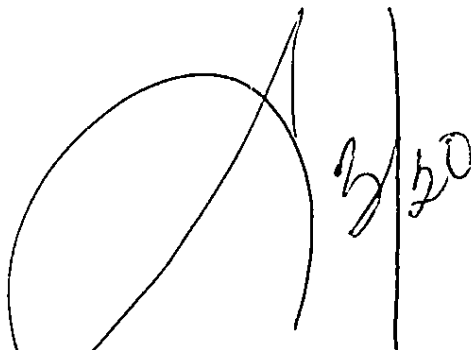
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: RICK C. SAND CREATIVE SERVICES, INC.
FAX AUDIT NUMBER: H96000003992
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MAR. 20, 1996 10:39AM STRAWN MONAGHAN COHEN

NO. 626 P. 2

STRAWN, MONAGHAN & COHEN, P.A.

ATTORNEYS AND COUNSELORS
84 NORTHEAST FOURTH AVENUE
DELRAY BEACH, FLORIDA 33483

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TIMOTHY R. MONAGHAN
JEFFREY L. COHEN
ELIZABETH L. STRAWN

TELEPHONE (407) 376-9400
TELECOPIER (407) 376-9443

March 20, 1996

VIA FACSIMILE

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Rick C. Sand Creative Services, Inc.

Dear Sir:

My client, Rick C. Sand Creative Services, Inc., filed Articles of Incorporation with your office, which were returned to it for the reasons stated in Doris McDuffie's March 8, 1996 letter (Letter Number 396A00010519), a copy of which is enclosed. I am enclosing the revised Articles of Incorporation which were filed electronically today and, on behalf of my client, request that you "abandon" the filing originally made with your office (Ref. Number W96000005208).

If you require any additional information, please call me.

Very truly yours,


Joel T. Strawn

JTS/mk
Enclosures
cc: Lynda Sand
mk K:\WORK\CORPORAT.SAN
March 20, 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 8, 1996

RICK C. SAND
1610 NW 22ND AVENUE
DELRAY BEACH, FL 33446

SUBJECT: RICK C. SAND CREATIVE SERVICES, INC.
Ref. Number: W96000005208

We have received your document for RICK C. SAND CREATIVE SERVICES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

A corporation may not serve as its own registered agent. Please designate an individual, another active domestic corporation, or a foreign corporation authorized to transact business within this state, having a Florida street address identical with that of the registered office.

Bylaws are not filed with this office. Please retain them for your records.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 396A00010519

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ARTICLES OF INCORPORATION
OF
RICK C. SAND CREATIVE SERVICES, INC.

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TALLAHASSEE, FLORIDA

Article I. - Name

The name of this corporation is RICK C. SAND CREATIVE SERVICES, INC.

Article II. - Purpose

This corporation is organized for the purpose of transacting any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

Article III. - Capital Stock

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of common stock, consisting of one class, and having a par value of \$1.00.

Article IV. - Preemptive Right

The shareholders of this corporation, having the same kind, class or series of stock, shall have the preemptive right to purchase, at the price which it is offered to others, a pro rata share (as nearly as may be done without issuance of fractional shares) of unissued or treasury shares of the corporation; or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

JOEL T. STRAWN, ESQUIRE
STRAWN MONAGHAN & COHEN, P.A.
54 N. E. 4TH AVENUE
DELRAY BEACH, FL 33483
(407) 278-9400
FLA. BAR NO. 095581

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**Article V. - Principal Office or
Mailing Address: Resident Agent**

The mailing address of the corporation and the initial registered office of this corporation is 54 Northeast Fourth Avenue, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation at that address is Joel T. Strawn.

Article VI. - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time through Bylaws adopted by the shareholders, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Rick C. Sand	1610 N.W. 22nd Avenue Delray Beach, FL 33445
Lynda J. Sand	1610 N.W. 22nd Avenue Delray Beach, FL 33445

Article VII. - Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Joel T. Strawn	54 Northeast Fourth Avenue Delray Beach, FL 33483

Article VIII. - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders; except those Bylaws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

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Article IX. - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on March 20, 1996.


Joel T. Strawn, Incorporator

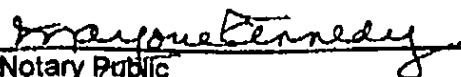
STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Joel T. Strawn, who is personally known to me or who has produced as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this
20th day of March, 1996.



MARJORIE KENNEDY
My Commission CC401377
Expires Aug. 18, 1998
Bonded by FIAI
800-482-1555


Notary Public

Print Name: Marjorie Kennedy

My Commission Expires: 8/18/98

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March 18, 1996

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as the Registered Agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such Registered Agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act.



Joel T. Strawn
Registered Agent

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March 19, 1998

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TALLAHASSEE, FLORIDA

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