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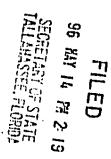
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Articles of Incorporation of Yellow Cab Studio Inc.

Article I. Name

The name of this Florida corporation is:
Yellow Cab Studio Inc.



Article II. Address

The mailing address of the Corporation is:

Yellow Cab Studio Inc. 2128 NE 123rd Street North Miami FL 33181

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc. 4521 PGA Boulevard, Suite 211 Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Debra L. Kent

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc. 401 Ocean Drive • Suite 312 • Door Code #125 Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective May 14, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on May 14, 1996

Corporate Creations International Inc.

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CERTIFICATE OF DESIGNATION REGISTERED OFFICE

CORPORATION:

Yellow Cab Studio Inc.

REGISTERED AGENT:

Corporate Creations Enterprises, Inc. 4521 PGA Boulevard, Suite 211 Palm Beach Gardens 17L 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises, Inc. Johnny C. Rodriguez, Vice President

Date: 5/14/96

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TALLAHASSEE, FLORINA

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PLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYDTEM
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TO: DIVIDION OF COMPONATIONS.

FAX #: (904)922-4000

PROMI CORPORATE CREATIONS INTERNATIONAL INC. CONTACT: JOHNNY C RODRIQUEZ PHONE, (305) 692-0686

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(305) 672-9110

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FLORIDA DEPARTMENT OF STATE Bandya B. Morthem Becretary of Blate

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YELLOW CAB STUDIO INC. 2128 N.E. 123RD ST. NUNTH MEANS, PT. 19174

BUDJECT: YELLON CAB STUDIO INC. REF: P\$6000041195

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Articles of Amendment

Article L. Name

The name of this Florida corporation is Yellow Cab Studio Inc. (the "Corporation").

Article II. Amendment

The Articles of Incorporation of the Corporation me amended so that the name of the Corporation is changed from Yellow Cab Studio Inc. to Yes, Credit Solutions Inc.

The Articles of Incorporation of the Corporation are also amended so that the name of the Director listed in Article V is deleted in its entirety and replaced with the following:

Ron Laufer

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on August 26, 1996.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shureholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on September 24, 1996.

Yellow Cab Studio Inc.

By: X | Ken Laufer

Its: President

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Corporate Creations International Inc. 401 Ocean Drive, Suite312 Miami Beach, FL 33139 (305) 672-0686