

McNair and
Associates, P.A.

Certified Public Accountants

Lake Center Suite 250
1250 U.S. Highway 17-92
Longwood, Florida 32750
July 23, 1996

Taxes
Auditing
Business Advice

(407) 830-5717
(407) 830-1601 FAX

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

SUBJECT: Articles of Incorporation for International Creative
Solutions, Inc.

Dear Secretary of State:

4000001905664
-07/26/96--01061--016
*****70.00 *****70.00

Enclosed is an original and one (1) copy of the Articles of
Incorporation of International Creative Solutions, Inc.

Also find enclosed a check made payable to the Secretary of State
in the amount of \$70 which includes the statutory filing fee and
the fee for the registered agent. Your assistance in
establishing this corporation is appreciated.

Please forward correspondence to:

Mr. Craig D. McNair
McNair and Associates, P.A.
1250 S. U.S. HWY. 17-92, Suite 250
Longwood, Florida 32750

Respectfully,


Craig D. McNair

enc.

7/30/96
FILED
95 JUL 26 AM 8:39
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
International Creative Solutions, Inc.

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

FILED
95 JUL 26 AM 8:39
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: International Creative Solutions, Inc.

ARTICLE II PRINCIPLE OFFICE

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

International Creative Solutions, Inc.
C/O Post International, Box 226
666 5th. Avenue, Suite 572
New York, New York 10103

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:


Mr. Craig D. McNair
McNair and Associates, P.A.
1250 S. U.S. HWY. 17-92, Suite 250
Longwood, Florida 32750

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Mr. Craig D. McNair
McNair and Associates, P.A.
1250 S. U.S. HWY. 17-92, Suite 250
Longwood, Florida 32750

The undersigned incorporator has executed these Articles of Incorporation on this the 22th. day of July, 1996.


Signature

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 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.

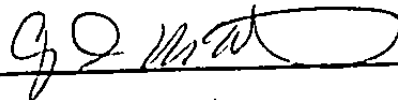
1. The name of the corporation is International Creative Solutions, Inc.

2. The name and address of the registered agent and office is:

Mr. Craig D. McNair
McNair and Associates, P.A.
1250 S. U.S. HWY. 17-92, Suite 250
Longwood, Florida 32750

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS 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

7/22/96

FILED
JUL 26 11 53 AM '96
TALLAHASSEE, FLORIDA