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LEWIS, VEGOSEN, ROSENBACH & SILBER, P.A.
ATTORNEYS AT LAW
500 SOUTH AUSTRALIA AVENUE, 12TH FLOOR
WEST PALM BEACH, FLORIDA 33401

ROBERT M. LEWIS (1932-1982)

CASS W. CHRISTENSON
GARY M. DUNKEL
CYNTHIA J. JACKSON
JOHN B. LEVITT
MARSHALL J. OSOFSKY
DEAN J. ROSENBACH *
JOHN R. SHEPPARD, JR.
LOUIS M. SILBER *
SAMUEL A. THOMAS
KENNETH A. TREADWELL
DEAN VEGOSEN
GARY WALK **
BRENT G. WOLMER

December 30, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: Creative Hands and Minds Company

Dear Sir or Madame:

Enclosed please find one executed original and one copy of the Articles of Incorporation for the above-cited corporation, and Registered Agent form. Additionally enclosed is Lewis, Vegosen, Rosenbach & Silber, P.A.'s trust account check in the amount of \$122.50 to cover the filing fee.

Please process and return the certified copy of the Articles of Incorporation at your earliest convenience.

Thank you for your assistance.

Sincerely,

Gary M. Dunkel
Gary M. Dunkel

GMD/lkk

97 JAN -9
MAILING ADDRESS: PM 1:04
STATE BOX 4388
WEST PALM BEACH, FL 33403-4388
TALLAHASSEE, FLORIDA

OF COUNSEL
EDWARD BOBICK

TELEPHONE (561) 659-3300
FAX: (561) 832-1991

* Board Certified Trial Lawyer
** Board Certified Real Estate Lawyer

EFFECTIVE DATE
1-3-97

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122.50 *122.50

TH
1-15-97

ARTICLES OF INCORPORATION
OF
CREATIVE HANDS AND MINDS COMPANY

FILED
97 JAN -9 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Creative Hands and Minds Company.

ARTICLE II - PRINCIPAL ADDRESS

262 Cordova Road, West Palm Beach, Florida 33401

ARTICLE III - COMMENCEMENT

This Corporation shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$0.10, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 262 Cordova Road, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is Pamela Moody, 262 Cordova Road, West Palm Beach, Florida 33401.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in the Bylaws. The names and addresses of the initial Directors of the Corporation are:

Gary M. Dunkel
262 Cordova Road
West Palm Beach, Florida 33401

Pamela Moody
262 Cordova Road
West Palm Beach, Florida 33401

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Pamela Moody
262 Cordova Road
West Palm Beach, Florida 33401

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Corporation shall indemnify its Officers and Directors and former Officers and Directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an Officer or Director of the Corporation.

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

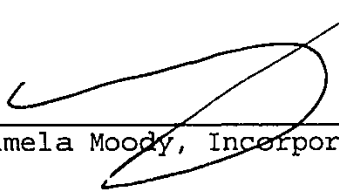
ARTICLE XII - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Stockholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE XIII - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash or other property of any previously unissued stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of December, 1996.



Pamela Moody, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned Notary Public authorized to take acknowledgments in the state and county set forth above, PAMELA MOODY, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 20th day of December, 1996.



Notary Public



Linda K. Kruger
MY COMMISSION # CC688841 EXPIRES
December 8, 2000
BONDED THRU THE FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT Creative Hands and Minds Company
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF West
Palm Beach, STATE OF Florida, HAS NAMED Pamela Moody
LOCATED AT 262 Cordova Road, CITY
OF West Palm Beach, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

Pamela Moody

TITLE: _____

Incorporator

DATE: 1-3-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

Pamela Moody, Registered Agent

DATE: 1-3-97

FILED
JAN -9 PM 1:04
TALLAHASSEE, FLORIDA