

Allweiss, Mensch, MacIntosh, Allweiss & Bursa

ATTORNEYS AT LAW

A Partnership of Professional Associations

Allen P. Allweiss
Myron J. Mensch
Victor L. MacIntosh
Michael D. Allweiss
Brian A. Bursa

111 2nd Street N.E.
Suite 620
St. Petersburg, FL 33701
(813) 827-4944
Fax (813) 827-4942

February 12, 1997

Department of State
Division of Corporations
ATTN: NEW FILING DIVISION
Post Office Box 6327
Tallahassee, Florida 32314

100002089711--1
-02/17/97--01118--004
*****78.75 *****78.75

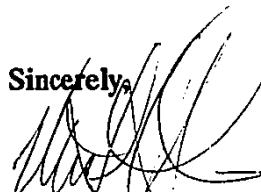
RE: Creative Promotional Specialists, Inc.

Dear Sir/Madam:

Enclosed please Creative Promotional Specialists, Inc.'s Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office. We have also enclosed a check in the amount of \$78.75 for your certificate and filing fees.

Should you have any questions or desire additional information, please do not hesitate to contact our office.

Sincerely,

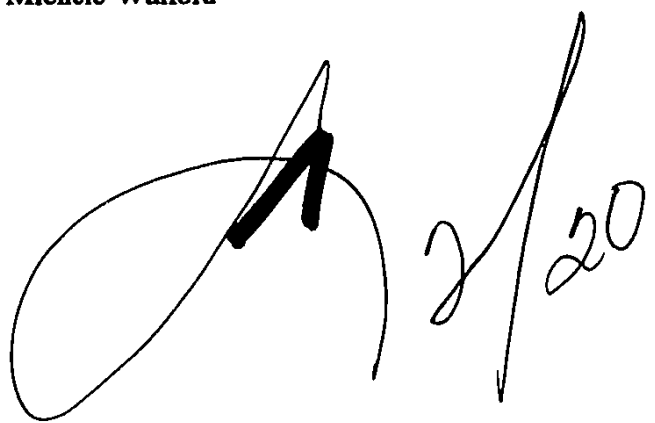

Michael D. Allweiss

MDA/mlw

Encs.

cc: Mr. Peter J. Porcelli, Jr.
Ms. Michele Walford

FILED
97 FEB 17 AM 9:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA



**ARTICLES OF INCORPORATION
OF
CREATIVE PROMOTIONAL SPECIALISTS, INC.**

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607.0202 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be **CREATIVE PROMOTIONAL SPECIALISTS, INC.**

ARTICLE II - PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office and mailing address shall be at 6202 Benjamin Road, Suite 100 Tampa, Florida 33634.

ARTICLE III - CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share.

ARTICLE IV - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 111 - 2nd Avenue N.E., Suite 620, St. Petersburg, Florida 33701.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be **MICHAEL D. ALLWEISS, ESQUIRE.**

ARTICLE V - INCORPORATOR

The name and address of the incorporator is:

Name
PETER J. PORCELLI, JR.

Address
**6202 Benjamin Road
Suite 100
Tampa, Florida 33634**

FILED
97 FEB 17 AM 9:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws
of the State of Florida, the undersigned executed these Articles of Incorporation on this
9th day of Feb., 1997.


PETER J. FORCELLI, JR.

RECEIVED CLERK OF COURT
JAN 21 1997

FILED

CLERK OF COURT

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

PURSUANT TO THE PROVISIONS OF SECTION 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:

CREATIVE PROMOTIONAL SPECIALISTS, INC.


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

MICHAEL D. ALLWEISS, ESQUIRE
(Name)

111 - 2nd Avenue N.E., Suite 620
(P.O. Box not acceptable)

St. Petersburg, Florida 33701
(City/State/Zip)

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)

2/12/97

(Date)

FILED
97 FEB 17 AM 9:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA