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FERNANDO G. STALKER
3948 N.E. 169 Street
North Miami Beach, FL 33160
Tel. (305) 949-6682

March 19, 1997

Secretary of State
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32314

FILED
97 MAR 31 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

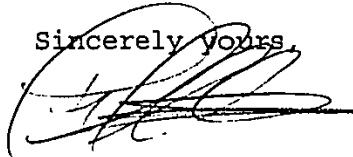
Re: FGS Creative Business Solutions, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above referenced corporation and my check in the amount of \$122.50 representing filing fees.

Thank you for your assistance.

Sincerely yours,



FERNANDO G. STALKER

FGS\ams
Enclosures

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APR 1

BSB

ARTICLES OF INCORPORATION
OF
FGS CREATIVE BUSINESS SOLUTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FGS CREATIVE BUSINESS SOLUTIONS, INC.

The address of the principal office of this corporation shall be 3948 N.E. 169 Street, North Miami Beach, FL 33160, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the registered office of the corporation shall be 3948 N.E. 169 Street, North Miami Beach, FL 33160, and the name of the registered agent at that address is FERNANDO G. STALKER.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

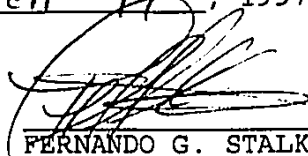
FERNANDO G. STALKER 3948 N.E. 169 STREET, #201
North Miami Beach, FL 33160

ARTICLE VII - NAME OF INCORPORATOR

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

FERNANDO G. STALKER
3948 N.E. 169 STREET, #201
North Miami Beach, FL 33160

The undersigned incorporator has executed these Articles of Incorporation on March 19, 1997.


FERNANDO G. STALKER, Incorporator

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Fernando G. Stalker, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

FGS CREATIVE BUSINESS SOLUTIONS, INC.

Fernando G. Stalker is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY: 

FERNANDO G. STALKER

DATE: 3-19-97

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