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Paralegal

97 APR 10 1997
TALLAHASSEE, FLORIDA
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April 10, 1997

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

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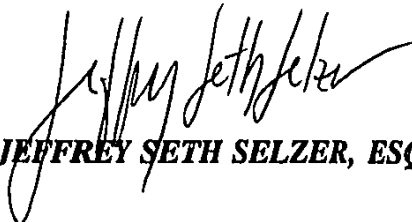
Re: UNIVERSAL CREATIONS, INC.

Dear Sir/Madam:

Enclosed please find the original executed Articles of Incorporation and two copies for the above referenced corporation along with the Certificate Designating Place of Business or Domicile for the Service of Process. I have also enclosed a check in the amount of \$70.00 representing the filing fee for same.

Please file and return to me a stamped copy of the Articles of Incorporation in the enclosed return envelope along with the Certificate of Incorporation. If you have any questions, please do not hesitate to contact me.

Very truly yours,


JEFFREY SETH SELZER, ESQ.

P. CHENOVER APR 16 1997

**ARTICLES OF INCORPORATION
OF
UNIVERSAL CREATIONS, INC.**

The undersigned, for the purposes of forming a corporation for profit, pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this corporation is UNIVERSAL CREATIONS, INC.

**ARTICLE II
DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of the Articles of Incorporation by the Department of State.

**ARTICLE III
PURPOSE**

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

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock, which shall be designated "Common Shares."

**ARTICLE V
VOTING RIGHTS**

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 2400 E. Commercial Blvd., Suite 723, Fort Lauderdale, Florida 33308 and the name of the initial registered agent of this corporation at that address is JEFFREY SETH SELZER, ESQUIRE.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one (1). The name and addresses of the initial directors of this corporation is:

JOSE CLAUDIO M. DASILVA
417 E. Sheridan St., Suite 280
Dania, FL 33004

**ARTICLE VIII
FIRST OFFICER**

The name of the first officers of the corporation, who shall hold office for the first year of existence of the corporation or until their successors are elected and qualified are as follows:

JOSE CLAUDIO M. DASILVA
417 E. Sheridan St., Suite 280
Dania, FL 33004

**ARTICLE IX
INCORPORATORS**

The name and address of the incorporators are:

JOSE CLAUDIO M. DASILVA
417 E. Sheridan St., Suite 280
Dania, FL 33004

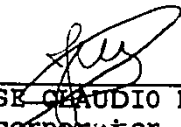
**ARTICLE X
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Stockholders.

**ARTICLE XI
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved the Board of Directors, proposed by them to the Stockholders and approved at a meeting of the Stockholders by two-thirds of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation on this 10th day of April, 1997.



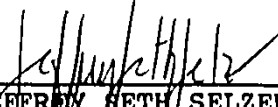
JOSE CLAUDIO M. DASILVA
Incorporator

STATE OF FLORIDA }
COUNTY OF BROWARD }

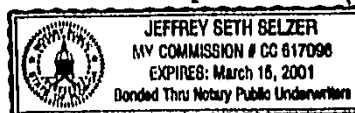
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared JOSE CLAUDIO M. DASILVA known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who has produced a PERSONALLY KNOWN as identification and who did take an oath and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 10th day of April, 1997.

Notary Public:



JEFFREY SETH SELZER
State of Florida at Large
My Commission Expires: (Seal)

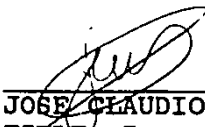


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENTS UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST- That UNIVERSAL CREATIONS, INC., INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 417 E. sheridan St., suite 280, Dania, FL 33004, has named JEFFREY SETH SELZER, ESQUIRE, located at 2400 E. Commercial Blvd., Suite 723, Fort Lauderdale, Florida 33308 as its agent to accept service of process within the State of Florida.

SIGNATURE: _____

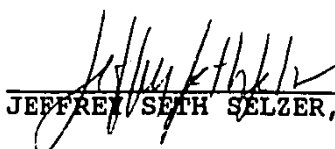

JOSE CLAUDIO M. DASILVA
TITLE: Incorporator

DATE: April 10, 1997.

FILED
97 APR 14 PM 10:04
TALLAHASSEE, FLORIDA

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: _____


JEFFREY SETH SELZER, ESQUIRE

TITLE: Registered Agent

DATE: April 10, 1997.