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RICHARD B. MARX

ATTORNEY AT LAW

RICHARD B. MARX *
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* ADMITTED TO PRACTICE IN FLORIDA AND NEW YORK
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REPLY TO:
P.O. BOX 330946
COCONUT GROVE, FLORIDA 33093
1221 BRICKELL AVENUE
SUITE 1010
MIAMI, FLORIDA 33131
TELEPHONE (305) 536-2400
FAX (305) 536-2420

April 21, 1997

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Secretary of State
Division of Corporations
Attn: New Filings
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation for CLEARLY CREATIVE, INC.

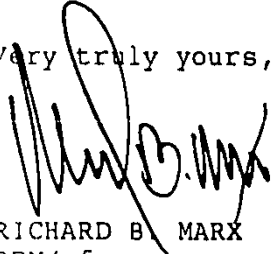
Dear Sir or Madam:

Enclosed herewith please find a check in the amount of \$122.50 representing the registration fee for the above mentioned corporation.

I would appreciate it if you could return the copy with your stamp and charter number. For your convenience I have provided you with a self addressed stamped envelope.

Thanking you for your courtesies in this matter, I remain,

Very truly yours,


RICHARD B. MARX
RBM/ofv
Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -9 PM 1:49

(4)

500 5/13

**ARTICLES OF INCORPORATION
OF
CLEARLY CREATIVE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -9 PM 1:49

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the Corporation is **CLEARLY CREATIVE, INC..**

**ARTICLE II
DURATION**

This corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares at One No/100 Dollars (\$1.00) par value. The initial capital is One Hundred and No/100 Dollars (\$100.00).

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the corporation is: Richard B. Marx, 1221 Brickell Avenue, Suite 1010, Miami, Florida 33131.

**ARTICLE VI
PRINCIPAL CORPORATION ADDRESS**

The principal address of the corporation is: 2333 Brickell Avenue, Terrace A, Miami, Florida 33129.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

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

NAME	ADDRESS
Richard Marx, President/Director	2333 Brickell Avenue Terrace A Miami, FL 33129

**ARTICLE VIII
BY-LAWS**

The By-laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify any officer or director to the extent permitted by law.

**ARTICLE X
PREEMPTIVE RIGHTS**

Every stockholder, upon the sale for cash of any new stock of the 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.

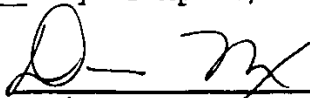
**ARTICLE XI
INCORPORATOR**

The name of the person signing these Articles is:
Doriann Marx.

**ARTICLE XII
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 21 day of April, 1997.


Doriann Marx

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF MY DUTIES. DATED April 21, 1997.


Richard B. Marx

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority personally appeared Doriann Marx who is personally known to me, or () who produced a Florida driver's license as identification and who did not take an oath on this 21 day of April, 1997.


NOTARY PUBLIC
ANA G. MURPHY
Printed Name of Notary

My commission Expires:



ANA G MURPHY
My Commission CC500077
Expires Dec. 22, 1999

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RICHARD B. MARX, ATTORNEY AT LAW

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