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September 23, 1997

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation of Creative Choice, Inc.

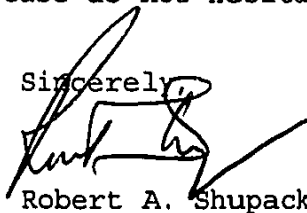
Dear Sir/Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation of Creative Choice, Inc., and a check in the amount of \$70.00, for the incorporation filing fee.

Upon filing, please return one regular copy of the Articles of Incorporation in the pre-addressed, stamped envelope provided.

If you have any questions, please do not hesitate to contact the undersigned.

Sincerely,



Robert A. Shupack, Esq.

RAS:bf

Enclosure

SECRET
TALLAHASSEE, FLORIDA

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FILED

Handwritten signature
9/26/97

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

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SECRET
TALLAHASSEE, FLORIDA

I, the undersigned, hereby incorporate under the laws of the State of Florida, by and under the provisions of Chapter 607, of the Florida Statutes, as amended, providing for the formation, liability, rights, privileges and immunities of a professional corporation for profit.

ARTICLE I.

NAME OF CORPORATION

The name of the corporation shall be:

CREATIVE CHOICE, INC.

ARTICLE II.

NATURE OF BUSINESS

The general nature of the business and the proposed objects and purposes to be transacted, promoted and carried on are to do any and all things hereafter mentioned, as fully and to the effect and extent as natural persons might or could do, viz:

A. To engage in all legal the businesses and professions for profit in and outside the State of Florida and all its political subdivisions and in every jurisdiction throughout the world through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such services.

B. To buy, sell, convey for cash, credit or partially in both, incur or cancel liens, mortgages or other encumbrances upon personal property of every kind and nature whatsoever; to draw,

accept, endorse, discount and deliver bills of exchange, letters of credit, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and to secure the same by a pledge of its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

C. To invest the corporate assets for the benefit of the corporation's employees, including but not limited to the parties hereto, which benefits are allowable to corporations in general under the Internal Revenue Code (1986) as amended.

D. To conduct its business at multiple locations, have one or more offices at multiple locations anywhere in the world.

E. To contract debts and borrow money.

F. To be a party with the corporation's stockholders to a buy-sell agreement and/or a pre-incorporation agreement, all such agreements being incorporated herein by reference.

G. The corporation, subject to any limitations provided in any statute of this State or in this Certificate of Incorporation, shall have the power, in furtherance of its corporate purposes to be a partner, member, or associate of other business enterprises or ventures.

ARTICLE III.

CAPITAL STOCK

The authorized capital stock of this corporation, all of which shall be fully paid and non-assessable, shall consist of one hundred (100) shares of common stock of a par value of Five (\$5.00)

Dollars per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, and/or in other assets transferred to the corporation, at a true valuation as of the time of the exchange for stock.

ARTICLE IV.

INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and No/100 (\$500.00) Dollars.

ARTICLE V.

TERM OF EXISTENCE AND COMMENCEMENT OF CORPORATION

The corporation shall have perpetual existence, commencing on the date filed with the Secretary of State, State of Florida.

ARTICLE VI.

PRINCIPAL OFFICE AND RESIDENT AGENT

The initial post office address of the principal office of this corporation in the State of Florida shall be 1300 Southwest 17th Street, Boca Raton, Florida 33486. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The Resident Agent shall be Robert A. Shupack, 1300 Southwest 17th Street, Boca Raton, Florida 33486.

ARTICLE VII.

BOARD OF DIRECTORS

A. The members of the Board of Directors shall all be of full age and citizens of the United States but need not be stockholders of the corporation.

B. The corporation shall not have less than one (1) director.

The number of directors may be increased from time to time by the By-Laws adopted by the stockholders, but shall never be less than one (1) nor more than three (3).

C. The members of the Board of Directors of this corporation shall be chosen at the annual meeting of the stockholders, to be held at such time and place as provided for hereinafter, by a plurality of the votes cast at such election.

ARTICLE VIII.

STOCKHOLDERS MEETINGS

A. The annual meeting of the stockholders of the corporation shall be held on the last Friday of December of each and every year at 4:00 o'clock in the afternoon.

B. All annual meetings shall be held at the principal office of the corporation unless the Board of Directors shall notify the stockholders to the contrary thirty (30) days prior to any forthcoming annual meeting.

ARTICLE IX.

BY-LAWS

This corporation's Board of Directors are specifically authorized from time to time to adopt by-laws or other documents not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of such shares of stock, providing, however, such provisions dealing with the purchase or redemption by the corporation of such shares of stock may not be invoked at a time or in a manner that would impair the capital of this corporation.

ARTICLE X.

INITIAL DIRECTORS

The name and street addresses of the initial member of the first Board of Directors is as follows:

ROBERT A. SHUPACK

ARTICLE XI.

SUBSCRIBERS

The name and street address of the initial subscriber to these Articles of Incorporation, the number of shares which he agrees to take, and the aggregate value of said consideration being not less than Five Hundred (\$500.00) Dollars is as follows:

<u>Name and address</u>	<u>No. of Shares</u>	<u>Consideration</u>
ROBERT A. SHUPACK 1300 Southwest 17th Street Boca Raton, Florida 33486	100	\$500.00

ARTICLE XII.

**INTERESTED OFFICERS, EMPLOYEES
AND DIRECTORS INDEMNIFICATION**

No contract or other transaction between this corporation and any other corporation or person, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of such corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction of

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this corporation, with any person or persons, firms or corporations, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability except for fraud, that might otherwise exist from his contracting with this corporation or any other entity in which he may be in any way interested. Any person made a party to any action, suit or proceeding relating to the performance by him, his personal representative or estate, of his duties as a director, officer or employee of this corporation or of any corporation which he served as such at the request of the corporation, shall be totally indemnified by the corporation against all reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any claim, action, suit or proceeding including any appeals therefrom, except in relation to matters as to which it shall be adjudged in such claim, action, suit or proceeding that such officer, director or employee is guilty of fraud.

The rights accruing to any person under the foregoing provisions of Article XII, shall not exclude any other right or benefit to which such person may be lawfully entitled nor shall anything contained herein restrict the corporation from indemnifying, paying or reimbursing such person for any purpose or thing whatsoever even though not specifically herein provided for.

ARTICLE XIII

ELECTION BY "S CORPORATION"

The subscriber intends this corporation and its stockholders to elect to be an "S Corporation", under the Federal Internal Revenue Code and statutes of the State of Florida. This election shall not be revoked without unanimous written consent of all stockholders.

ARTICLE XIV.

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE XV.

MANAGEMENT

Upon election of the Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in these Articles is otherwise provided, any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of

Directors at or before the time of issuance thereof.

ARTICLE XVI.

LIMITED LIABILITY

The private property of the stockholders, officers, directors and employees shall not be subject to the payment of the obligations of the corporation.

ARTICLE XVII.

AMENDING THE BY-LAWS

The shareholders may at their discretion, repeal, alter or amend the By-Laws of this Corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, amend or repeal the By-Laws within its regular course of business.

IN WITNESS WHEREOF, the undersigned subscribers have hereunto set their hands and affixes their seals on this 23 day of September, 1997.

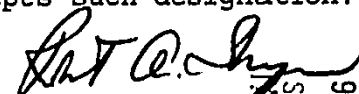

ROBERT A. SHUPACK

ACKNOWLEDGMENT BY REGISTERED AGENT

The undersigned, having been named in the foregoing Articles of Incorporation of:

CREATIVE CHOICE, INC.

to accept service of process, hereby accepts such designation.

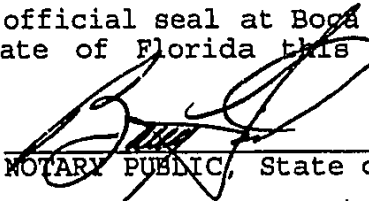

ROBERT A. SHUPACK

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

BEFORE ME, a Notary Public, in and for the State of Florida at Large, personally appeared **ROBERT A. SHUPACK** to me known and known to me or who produced his driver's license as identification to be the person who signed the foregoing Articles of Incorporation, and acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal at Boca Raton, in the County of Palm Beach and State of Florida this 23 day of September, A.D. 1997.



NOTARY PUBLIC, State of Florida

BARRY FRIEDMAN

Print Name

Commission No.

