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FERRO & LEHR, P.A.

1401 BRICKELL AVENUE • SUITE 1040

MIAMI, FLORIDA 33131

TELEPHONE (305) 377-1777

TELECOPIER (305) 377-0087

FILED

97 OCT 17 PM 2:31

SECTION 6032
TALLAHASSEE, FLORIDA

October 16, 1997

DELIVERED VIA FEDERAL EXPRESS

Division of Corporations
New Filings Department
409 East Gaines Street
Tallahassee, Florida 32399

100002828191--2
10/17/97--01077--014
***122.50 ***122.50

**RE: Filing Articles of Incorporation for
MICHELET CREATIVE IMAGES, INC.**

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for MICHELET CREATIVE IMAGES, INC.

Also enclosed is check number 7534 in the amount of \$122.50 representing payment of the \$70.00 filing fee and an additional \$52.50 for a certified copy of the Articles of Incorporation.

Please return the certified copy in the enclosed self addressed stamped envelope.

Your cooperation and courtesies in this matter are greatly appreciated.

Sincerely yours,

FERRO & LEHR, P.A.

Henry G. Ferro

Henry G. Ferro, Esquire

HGF/dlk

(Encls.)

P Hall

OCT 20 1997

ARTICLES OF INCORPORATION

OF

MICHELET CREATIVE IMAGES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I-CORPORATE NAME
AND MAILING ADDRESS OF CORPORATION**

The name of this corporation is MICHELET CREATIVE IMAGES, INC. The mailing address for the corporation is 9298 Spring Road, Ocala, Florida 34472.

ARTICLE II-NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III-CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is ONE THOUSAND (1000) shares of common stock of one class only with a par value of TEN CENTS (\$.10) per share.

The consideration to be paid for each share shall be payable in lawful money, property, labor or services.

ARTICLE IV-TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V-RESIDENT AGENT AND INITIAL RESIDENT OFFICE

The resident agent and street address of the initial resident office of this corporation in the State of Florida shall be:

Henry G. Ferro, Esquire
c/o FERRO & LEHR, P.A.
1401 Brickell Avenue, Suite 1040
Miami, Florida 33131
Telephone: (305) 377-1777
Telecopier: (305) 377-0087

The officers of this corporation may from time to time move the resident office to any other address in this the State of Florida.

ARTICLE VI-BOARD OF DIRECTORS

The corporation shall have no Board of Directors, but shall be operated and managed by a majority vote of the shareholders of this corporation.

ARTICLE VII-INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator are:

Yvonne K. Ciappetta
9298 Spring Road
Ocala, Florida 34472

ARTICLE VIII-OFFICERS

The names and addresses of the initial officers of this corporation are:

President: Yvonne Ciappetta
9298 Spring Road
Ocala, Florida 34472

Vice-President: Rose R. Rios
307 Oak Lane Trace
Ocala, Florida 34472

Secretary: Miguel A. Medina, Jr. III
12 Spring Radial
Ocala, Florida 34472

Treasurer: Anna R. Kramer
1624 Southeast Third Avenue
Ocala, Florida 34471

ARTICLE IX-SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, stockholder, agent or employee of this corporation terminates his or her employment with said corporation, he or she shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing and lawfully due him or her by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X-INDEMNIFICATION

The corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

ARTICLE XI-AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the stockholders sign a written statement manifesting their intention the a certain amendment of these Articles of Incorporation be made.

ARTICLE XII-TRANSFER RESTRICTIONS

Before there can be a valid sale or transfer of any of the [common] shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of common shares in the following manner:

(1) Such offering shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the corporation stating the price, terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his/her intention to sell or transfer such shares. Within thirty (30) days thereafter, the corporation shall have the right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the expiration of the thirty (30) day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within (5) days thereafter, mail or deliver to each of the other [common] shareholders of record a copy of the notice given by the shareholder to the Secretary. Such notice may be delivered to the shareholders personally, or may be mailed to them at their last known address as such address may appear on the books of the corporation. Within thirty (30) days after the mailing or delivering of the copies of the

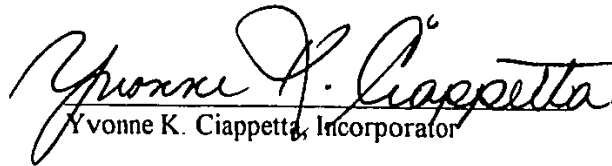
orders to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against the delivery of the shares.

(2) If the total number of shares specified in the offers to purchased exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he/she holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

(3) If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he/she holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

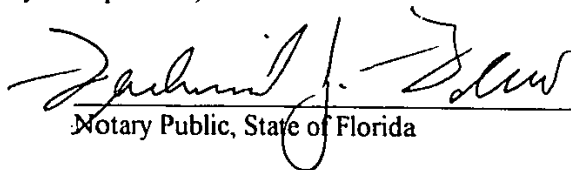
(4) If within said thirty (30) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever, provided, however, that he/she shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing
Articles of Incorporation on this ^{SH}29^{OCTOBER} day of ~~September~~, 1997.


Yvonne K. Ciappetta, Incorporator

STATE OF FLORIDA]
]
COUNTY OF MARION]

BEFORE ME, the undersigned authority, personally appeared, YVONNE K. CIAPPETTA
who is personally known to me and is to me known as the person described as Incorporator and who
executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed
to these Articles of Incorporation on the ^{SH}29^{OCTOBER} day of ~~September~~, 1997.


Notary Public, State of Florida

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
FERDINAND J. FERRO
COMMISSION # CC595437
EXPIRES 10-24-2000
BONDED THRU ASA 1-888-NOTARY1

FILED
OCT 17 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

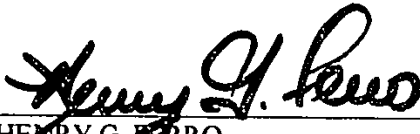
**ACCEPTANCE OF APPOINTMENT AND
AGREEMENT TO ACT AS RESIDENT AGENT FOR
MICHELET CREATIVE IMAGES, INC.**

I, HENRY G. FERRO, have been nominated to act in the capacity of Resident Agent, to the above-named Florida Corporation, and to accept service of process and other legal process on behalf of said corporation, and do hereby agree to serve in that capacity until further notice is served upon the Secretary of State.

My address for which service can be effected is:

1401 Brickell Avenue
Suite 1040
Miami, Florida 33131

ACCEPTED this 29th day of September, 1997.


HENRY G. FERRO
Florida Bar Number 367648