

P98000035110

CREATIVE ASSET PROTECTION SERVICES, INC.

16191 NW 57TH AVENUE
MIAMI, FLORIDA 33014

APRIL 3, 1998

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 E. GAINES STREET
TALLAHASSEE, FLORIDA 32399

SUBJECT: CREATIVE ASSET PROTECTION SERVICES, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AND A CHECK
FOR \$131.25 TO COVER FILING FEES, A CERTIFIED COPY AND A CERTIFICATE.

FROM:

CREATIVE ASSET PROTECTION SERVICES, INC.

c/o DAVID W. SOUTHWELL

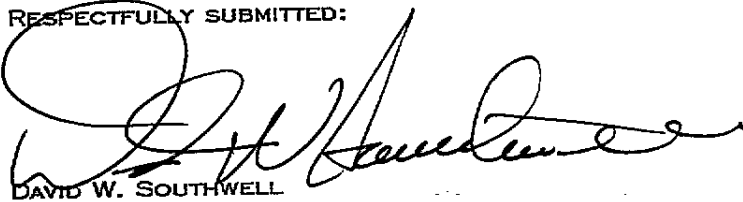
16191 NW 57TH AVENUE

MIAMI, FLORIDA 33014

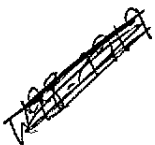
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RESPECTFULLY SUBMITTED:


DAVID W. SOUTHWELL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



4/17-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 9, 1998

DAVID W. SOUTHWELL
16191 NW 57TH AVE.
MIAMI, FL 33014

SUBJECT: CREATIVE ASSET PROTECTION SERVICES, LTD.
Ref. Number: W98000007919

We have received your document for CREATIVE ASSET PROTECTION SERVICES, LTD. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name."

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 398A00018843

ARTICLES OF INCORPORATION OF CREATIVE ASSET PROTECTION SERVICES,

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SECRETARY OF STATE

THE UNDERSIGNED HAS EXECUTED THE FOLLOWING DOCUMENT AS INCORPORATOR OF THE ABOVE NAMED CORPORATION, A CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, AND ALL RIGHTS, DUTIES AND OBLIGATIONS OF THE UNDERSIGNED AS INCORPORATOR, AND THOSE OF THE CORPORATION, ARE TO BE DETERMINED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THIS CORPORATION SHALL BE NAMED: **CREATIVE ASSET PROTECTION SERVICES, INC.**

ARTICLE II

THIS CORPORATION SHALL COMMENCE EXISTENCE UPON THE FILING OF THESE ARTICLES OF INCORPORATION WITH THE DEPARTMENT OF STATE, STATE OF FLORIDA, AND SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III

THE GENERAL NATURE OF THE BUSINESS AND OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED AND CARRIED ON BY THIS CORPORATION ARE TO DO ANY AND ALL THINGS HEREIN MENTIONED, AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT DO, VIZ:

- (1) TRANSACT ANY AND ALL LAWFUL BUSINESS.
- (2) SAID CORPORATION SHALL FURTHER HAVE POWERS:
 - * TO HAVE PERPETUAL SUCCESSION BY ITS CORPORATE NAME;
 - * TO SUE AND BE SUED, COMPLAIN, AND DEFEND IN ITS CORPORATE NAME IN ALL ACTIONS OR PROCEEDINGS;
 - * TO HAVE A CORPORATE SEAL, WHICH MAY BE ALTERED AT PLEASURE, AND TO USE THE SAME BY CAUSING IT, OR A FACSIMILE THEREOF, TO BE IMPRESSED, AFFIXED, OR IN ANY MANNER REPRODUCED;
 - * TO PURCHASE, TAKE, RECEIVE, LEASE, OR OTHERWISE ACQUIRE, OWN, HOLD, IMPROVE, USE, AND OTHERWISE DEAL IN AND WITH REAL OR PERSONAL PROPERTY OR ANY INTEREST THEREIN, WHEREVER SITUATED;
 - * TO SELL, CONVEY, MORTGAGE, PLEDGE, CREATE A SECURITY INTEREST IN, LEASE, EXCHANGE, TRANSFER, AND OTHERWISE DISPOSE OF ALL OR ANY PART OF ITS PROPERTY AND ASSETS;
 - * TO LEND MONEY TO, AND USE ITS CREDIT TO ASSIST ITS OFFICERS AND EMPLOYEES IN ACCORDANCE WITH FLORIDA STATUTE S607.141;
 - * TO PURCHASE, TAKE, RECEIVE, SUBSCRIBE FOR, OR OTHERWISE ACQUIRE, OWN, HOLD, VOTE, USE, EMPLOY, SELL, MORTGAGE, LEND, PLEDGE, OR OTHERWISE DISPOSE OF, AND OTHERWISE USE AND DEAL IN AND WITH, SHARES OR OTHER INTERESTS IN, OR OBLIGATIONS OF, OTHER DOMESTIC OR FOREIGN CORPORATIONS, ASSOCIATIONS, PARTNERSHIPS, OR INDIVIDUALS, OR DIRECT OR INDIRECT OBLIGATIONS OF THE UNITED STATES OR OF ANY OTHER GOVERNMENT, STATE, TERRITORY, GOVERNMENTAL DISTRICT, OR MUNICIPALITY OR OF ANY INSTRUMENTALITY THEREOF;

- * TO MAKE CONTRACTS AND GUARANTEES AND INCUR LIABILITIES, BORROW MONEY AT SUCH RATES OF INTEREST AS THE CORPORATION MAY DETERMINE, ISSUE ITS NOTES, BONDS, AND OTHER OBLIGATIONS, AND SECURE ANY OF ITS OBLIGATIONS BY MORTGAGE OR PLEDGE OF ALL OR ANY OF ITS PROPERTY, FRANCHISES, AND INCOME;
- * TO LEND MONEY FOR ITS CORPORATE PURPOSES, INVEST AND REINVEST ITS FUNDS, AND TAKE AND HOLD REAL AND PERSONAL PROPERTY AS SECURITY OF THE PAYMENT OF FUNDS SO LOANED AND INVESTED;
- * TO CONDUCT ITS BUSINESS, CARRY ON ITS OPERATIONS, HAVE OFFICES AND EXERCISE THE POWERS GRANTED BY THIS ACT WITHIN OR WITHOUT THIS STATE;
- * TO ELECT OR APPOINT OFFICERS AND AGENTS OF THE CORPORATION AND DEFINE THEIR DUTIES AND FIX THEIR COMPENSATION;
- * TO MAKE OR ALTER THE ARTICLES OF INCORPORATION AND BYLAWS OF THIS CORPORATION NOT TO BE INCONSISTENT WITH ANY LAW OF THE STATE OF FLORIDA OR PROVISIONS OF ANY BYLAW(S) OR ARTICLE AS SET FORTH HEREIN FOR THE ADMINISTRATION AND MANAGEMENT OF THE AFFAIRS OF THE CORPORATION
- * TO MAKE DONATIONS FOR THE PUBLIC WELFARE OR FOR CHARITABLE, SCIENTIFIC, OR EDUCATIONAL PURPOSES;
- * TO TRANSACT ANY LAWFUL BUSINESS WHICH THE BOARD OF DIRECTORS SHALL FIND WILL BE IN AID OF GOVERNMENTAL POLICY;
- * TO PAY PENSIONS AND ESTABLISH PENSION PLANS, PROFIT SHARING PLANS, STOCK BONUS PLANS, STOCK OPTION PLANS, AND OTHER INCENTIVE PLANS FOR ANY OR ALL OF ITS DIRECTORS, OFFICERS, AND EMPLOYEES AND FOR ANY OR ALL OF THE DIRECTORS, OFFICERS, AND EMPLOYEES OF ITS SUBSIDIARIES;
- * TO BE A PROMOTER, INCORPORATOR, PARTNER, MEMBER, ASSOCIATE, OR MANAGER OF ANY CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, OR OTHER ENTERPRISE;
- * TO HAVE AND EXERCISE ALL POWERS NECESSARY OR CONVENIENT TO EFFECT ITS PURPOSES;
- * TO INDEMNIFY ANY PERSON WHO BY REASON OF THE FACT THAT HE IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION TO THE FULL EXTENT AS PERMITTED BY FLORIDA STATUTE S607.014.

ARTICLE IV

THE AGGREGATE NUMBER OF SHARES WHICH THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE IS THE TOTAL SUM OF 1,000 SHARES, HAVING AN INDIVIDUAL PAR VALUE OF \$1.00.

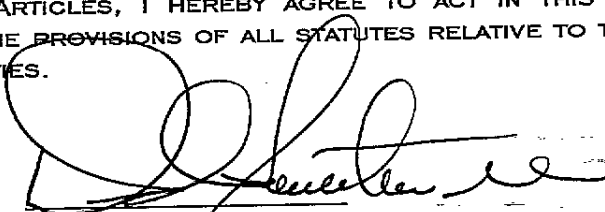
UNLESS OTHERWISE STATED IN THESE ARTICLES, OR IN AN AMENDMENT TO THESE ARTICLES, THERE SHALL BE ONLY ONE (1) CLASS OF STOCK FOR THIS CORPORATION.

ARTICLE V

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION SHALL BE:

DAVID W. SOUTHWELL
16191 NW 57TH AVENUE
MIAMI, FLORIDA 33014

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, 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.


REGISTERED AGENT

ARTICLE VI

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF A TOTAL OF THREE (3) PERSONS AND THE NAME AND ADDRESS OF THE PERSONS WHO ARE TO SERVE AS INITIAL DIRECTORS IS:

DAVID W. SOUTHWELL, 16191 NW 57TH AVENUE, MIAMI, FLORIDA 33014
BRIAN A. WISE, 16191 NW 57TH AVENUE, MIAMI, FLORIDA 33014
SUSAN W. SOUTHWELL, 16191 NW 57TH AVENUE, MIAMI, FLORIDA 33014

ARTICLE VII

THE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS:

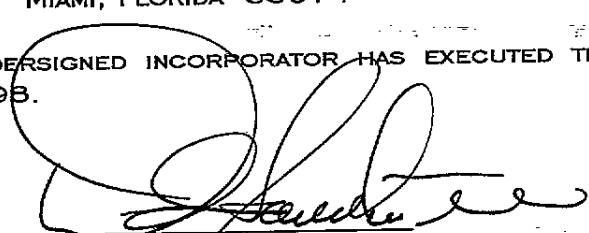
CREATIVE ASSET PROTECTION SERVICES, INC.
16191 NW 57th Avenue
Miami, Florida 33014

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR EXECUTING THESE ARTICLES OF INCORPORATION IS:

DAVID W. SOUTHWELL
16191 NW 57TH AVENUE
MIAMI, FLORIDA 33014

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS APRIL 3, 1998.


DAVID W. SOUTHWELL

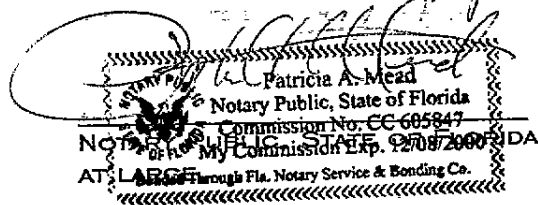
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED DAVID W. SOUTHWELL, PERSONALLY KNOWN TO ME, AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID, THIS 3rd DAY OF April, 1998.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA