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5/11/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: TODD & DEE CREATIVE GROUP, INC.

AUDIT NUMBER.....H98000008817

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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05/11/98 11:16 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 11, 1998

FAS-T CORP AGENTS

SUBJECT: TODD & DEE CREATIVE GROUP, INC.
REF: W98000010603

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Becky McKnight
Document Specialist

FAX Aud. #: H98000008817
Letter Number: 098A00025893

ARTICLES OF INCORPORATION
OF
TODD & DEE CREATIVE GROUP, INC.

ARTICLE I - NAME

The name of this Corporation is TODD & DEE CREATIVE GROUP, INC.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of the corporation is
1032 EUCLID AVENUE, MIAMI BEACH, FLORIDA 33139

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of ONE DOLLAR (\$1.00) par value voting common stock.

Prepared by: Kaufman Rossin & Co.
2699 South Bayshore Dr.
Miami, Fl 33133
(305) 858-5600

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation 2699 S. BAYSHORE DRIVE, MIAMI, FL 33133, and the name of the initial registered agent of this Corporation at that address is JESSE T. SINGER.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than ONE (1). The names and address of the initial directors of this Corporation are:

TODD FRIEDMAN

**1032 EUCLID AVENUE,
MIAMI BEACH, FLORIDA 33139**

DEANNE FRIEDMAN

**1032 EUCLID AVENUE,
MIAMI BEACH, FLORIDA 33139**

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

**TODD FRIEDMAN
1032 EUCLID AVENUE,
MIAMI BEACH, FLORIDA 33139**

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ___

8 day of MAY, 1998.


Incorporator

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STATE OF FLORIDA

)
) SS.

COUNTY OF DADE

)

The foregoing instrument was acknowledged before me on 8th, 1998, Todd Friedman, to whom
is personally known to me and he did take an oath.

Danielle Mitchell

Name:
NOTARY PUBLIC
State of Florida at Large



My Commission Expires: 2/14/00.

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CERTIFICATE OF REGISTERED AGENT

OF

TODD & DEE CREATIVE GROUP, INC.

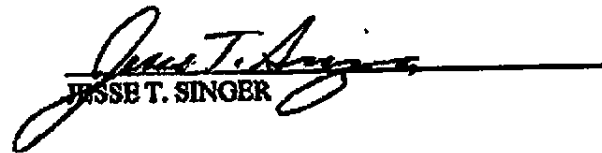
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named JESSE T. SINGER, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 8 day of May, 1998.


JESSE T. SINGER

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STATE OF FLORIDA

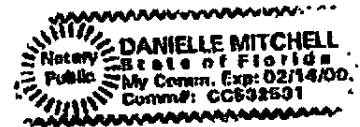
)
) SS.
)

COUNTY OF DADE

The foregoing instrument was acknowledged before me on 8th, 1998, Jesse T. Singer, to whom is personally known to me and he did take an oath.

Danielle Mitchell

Name:
NOTARY PUBLIC
State of Florida at Large



My Commission Expires: 2/14/00.

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