

LAW OFFICES OF JAMES O. STOLA

~~180 NORTH~~ LA SALLE STREET
SUITE 2500

CHICAGO, ILLINOIS 60601

E-MAIL STOLA@PIPELINE.COM

JAMES O. STOLA

LICENSED IN ILLINOIS AND FLORIDA

FLORIDA OFFICE

ONE FINANCIAL PLAZA

SUITE 1610

FT. LAUDERDALE, FLORIDA 33394

RESPOND TO: Chicago Office

P98000044634

April 19, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600002509766--2

05/04/98--01086--006

****122.50 ****122.50

Re: TIMEWARP Creative Design, Inc.

Gentlemen:

Enclosed are the original and one copy of Articles of Incorporation for the above-captioned proposed Florida corporation. Also enclosed is our check payable to your order in the amount of \$122.50 to cover the cost of the following:

Filing fee	\$ 35.00
Certified copy of Articles	\$ 52.50
Registered agent designation	\$ 35.00
	<hr/>
	\$122.50

Sincerely Yours,

JAMES O. STOLA

JOS/sr

Enclosure

FILED
98 MAY 18 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TIMEWARP CREATIVE DESIGN, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be:

TIMEWARP CREATIVE DESIGN, INC.

The principal place of business of this corporation shall be 1050 24th Street, Sarasota, Fl 34234.

ARTICLE II
AUTHORIZED SHARES TO BE ISSUED

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having no par value per share.

ARTICLE III
PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares held by each at the time of issue to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise a preemptive purchase right hereby granted within thirty (30) days of receipt of notice of such in writing from the corporation. The notice of issue of additional shares of stock shall include the price, terms and conditions of the issue and inform each shareholder of the preemptive right. Preemptive rights may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE IV
ADDRESS OF INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1050 24th Street, Sarasota, Fl 34234. The name of the initial registered agent of the corporation at that address is MARCIA ENID DAHLQUIST. As the undersigned Incorporator I acknowledge that I am familiar with and accept the duties and responsibilities as

FILED
98 MAY 18 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Registered Agent.

ARTICLE V
INCORPORATOR

The name and address of the incorporator of TIMEWARP CREATIVE DESIGN, INC., are MARCIA ENID DAHLQUIST, 1050 24th Street, Sarasota, FL 34234.

IN WITNESS HEREOF, the undersigned incorporator of TIMEWARP, INC. has set her hand hereto on this 13th day of May 1998.

Marcia Enid Dahlquist

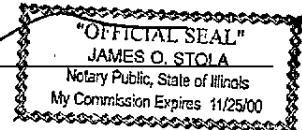
MARCIA ENID DAHLQUIST, Incorporator /

Registered Agent

STATE OF ILLINOIS
COUNTY OF COOK

The foregoing Articles of Incorporation were acknowledged before me this 13th day of May, 1998, by MARCIA ENID DAHLQUIST, who is personally known to me.

[Signature]
Notary Public



My commission expires:

FILED
98 MAY 18 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA