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MICHAEL L. BOWLER
ATTORNEY AT LAW

COLLEGE PARK CENTER
10585 S.W. 109TH COURT
SUITE 14, 1998
MIAMI, FLORIDA 33176

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE FLORIDA 32399

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-10/22/98--01019--006
*****87.50 *****87.50

Re: CLOUD NINE CREATIONS, INC.

Dear Sirs:

Enclosed please find a check a check in the sum of \$87.50 for the incorporation of the referenced corporation. This sum includes CHARGES FOR : a certified copy, filling fee, AND the designation of the registered agent. Thank you for your attention to this matter.

Your expedited attention to this matter is greatly appreciated.

Very Truly Yours,

Michael Bowler
MICHAEL BOWLER, ESQ.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 22 PM 3:21

FILED

Secretary of State

Corporate Records Bureau
P.O. Box 6327
Tallahahassee Florida 32314

SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE FLORIDA 32399

Michael GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Recording, art, designation*
DATE *10/22/98*
DOC. EXAM *TA*

**ARTICLES OF INCORPORATION
OF**

CLOUD NINE CREATIONS, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be

CLOUD NINE CREATIONS, INC.

ARTICLE II

TERM

This corporation is to exist perpetually.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue is one hundred (100) shares of common stock being the only stock authorized to be issued and having a par value of ONE (\$1.00) DOLLAR per share.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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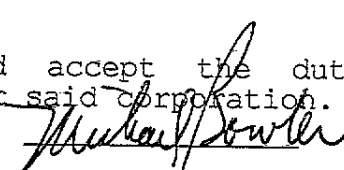
ARTICLE V

REGISTERED AGENT

The name and address of the initial registered agent of this corporation is as follows:

Michael Bowler, Esq.
10585 SW 109th Court Ste 214
Miami, Florida 33176

I hereby am familiar with and accept the duties and responsibilities of registered agent for said corporation.



The Board of Directors may from time to time move the registered office to any other address in the State of Florida or replace the Registered Agent.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTORS

The names and addresses of the members of the initial Board of Directors who shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified are:

NAME
LARRY SEITZ

ADDRESS
500 MAJORCA AVENUE
CORAL GABLES FLORIDA 33134

ANGELA CIGNO

500 MAJORCA AVENUE
CORAL GABLES, FLORIDA 33134

ARTICLE VIII

INCORPORATORS

The name and address of each person signing these Articles of Incorporation as an incorporator is as follows:

NAME	ADDRESS
ANGELA CIGNO	500 MAJORCA AVENUE CORAL GABLES, FLORIDA 33134

ARTICLE IX

EFFECTIVE DATE

The effective date for the commencement of the existence of this corporation shall be on the date of filing the Articles of Incorporation.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation or any amendment hereto or any right conferred upon the shareholders as subject to this reservation.

ARTICLE XI

DIRECTORS AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix compensation unless otherwise provided in the Articles of Incorporation or By-laws.

ARTICLE XII

INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XIII

PRINCIPAL OFFICE

The initial street address in the State of Florida of the principal office of this corporation is:

500 MAJORCA AVENUE
CORAL GABLES, FLORIDA 33134

The corporation may change its principal office from time to time.

ARTICLE XIV

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

Angela Cigno

COUNTY OF DADE) SS

WITNESS my hand and official seal in the County and State above named this 14 day of October, 1998.

Notary Public

OFFICIAL NOTARY SEAL
NITZA SELMAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC604141
MY COMMISSION EXP. NOV. 28, 2000

REGISTERED AGENT

In pursuance of Chapter 48.092, Florida Statutes, the following is submitted in compliance with said Act:

That **CLOUD NINE CREATIONS /, INC.** 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:

MICHAEL BOWLER, ESQ., located at
10585 SW 109TH COURT
SUITE 214
MIAMI, FLORIDA 33176

as its agent to accept service of process within the State.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION,

Michael Bowler, Esq.

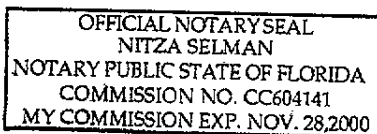
STATE OF FLORIDA)
SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named, to take acknowledgments, personally appeared Michael Bowler Esq. to me well known to be the person described in and who executed the foregoing Registered Agent Certificate and acknowledged before me that he subscribed to said Certificate.

WITNESS my hand and official seal in the County and State above named this 14 day of October, 1998.

Nitza Selman
Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 607.325 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

FIRST THAT CLOUD NINE CREATIONS, INC., WITH ITS PLACE OF BUSINESS AT 500 MAJORCA AVE. CORAL GABLES, FL. 33134

HAS NAMED MICHAEL BOWLER, ESQ,

LOCATED AT 10585 SW 109TH CT. STE 214 MIAMI, FLORIDA 33176

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


SIGNATURE OF CORPORATE OFFICER

TITLE

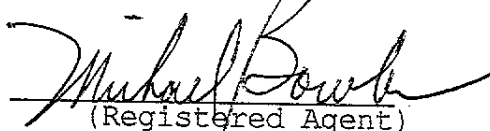
DATE:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 22 PM 3:21

FILED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


(Registered Agent)

DATE:

BUREAU OF CORPORATE RECORDS, PO BOX 6327 TALLAHASSEE FL 32314