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Tallahassee, Florida 32301

904/224-2000
FAX 904/222-4951

May 20, 1999

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*****78.75 *****78.75

HAND DELIVERY

Secretary of State
State of Florida
Corporations Division
Tallahassee, FL 32301

Re: Hayworth Creative, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Form for the above corporation, together with a check in the amount of \$78.75 which amount consists of the following: \$35.00 Articles of Incorporation filing fee; \$35.00 registered agent filing fee; and \$8.75 for obtaining one (1) certified copy of the Articles.

Your attention to this matter is appreciated. Should you have any problems or questions, please do not hesitate to call.

Very truly yours,

Robert D. Mendelson

Robert D. Mendelson

RDM:jsc
Enclosures
cc: Hayworth Creative, Inc.

RECEIVED
99 MAY 20 PM 3:53
DEPARTMENT OF STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED
99 MAY 20 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

g/s/20

ARTICLES OF INCORPORATION
OF
HAYWORTH CREATIVE, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is HAYWORTH CREATIVE, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting all lawful business.

ARTICLE IV - STOCK

This Corporation is authorized to issue 5,000 shares of \$.01 par value common stock

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock in this Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office of this Corporation and its mailing address is as follows:

945 Pamela Circle
Ormond Beach, FL 32176

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

59 MAY 20 PM 3:55

APPROVED
AND
FILED

ARTICLE VII - INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the Corporation's initial registered office is 945 Pamela Circle, Ormond Beach, FL 32176 and the name of its initial registered agent at the registered office is KEVIN HAYWORTH.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1) nor greater than seven (7). The name and address of the initial directors of this Corporation are:

Kevin Hayworth
945 Pamela Circle
Ormond Beach, FL 32176

Maria Hayworth
945 Pamela Circle
Ormond Beach, FL 32176

Brian Boesch
945 Pamela Circle
Ormond Beach, FL 32176

ARTICLE IX - INCORPORATORS

The name and address of each incorporator are as follows:

Kevin Hayworth
945 Pamela Circle
Ormond Beach, FL 32176

Maria Hayworth
945 Pamela Circle
Ormond Beach, FL 32176

Brian Boesch
945 Pamela Circle
Ormond Beach, FL 32176

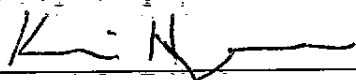
ARTICLE X - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act (Florida Statutes, Section 607.0101, etc.,1997).

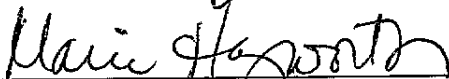
ARTICLE XI- MEETINGS

Members of the Board of Directors may participate in a regular or special meeting by or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting.

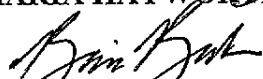
The undersigned incorporators have executed these Articles of Incorporation this 20th day of May, 1999.



KEVIN HAYWORTH



MARIA HAYWORTH



BRIAN BOESCH

STATE OF FLORIDA,
COUNTY OF LEON.

The foregoing instrument was acknowledged before me this 20th day of May, 1999, by **KEVIN HAYWORTH**, who is personally known to me or who has produced
n/a as identification.



Judith S. Colson
MY COMMISSION # CC786645 EXPIRES
December 14, 2002
BONDED THRU TROY FAIN INSURANCE, INC.



NOTARY PUBLIC

My Commission Expires:
(SEAL)

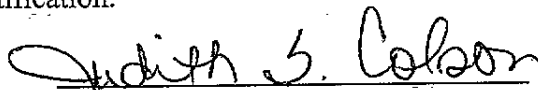
Print or type notary name below:

STATE OF FLORIDA,
COUNTY OF LEON.

The foregoing instrument was acknowledged before me this 20th day of May, 1999 by **MARIA HAYWORTH**, who is personally known to me or who has produced
n/a as identification.



Judith S. Colson
MY COMMISSION # CC786645 EXPIRES
December 14, 2002
BONDED THRU TROY FAIN INSURANCE, INC.



NOTARY PUBLIC

My Commission Expires:
(SEAL)

Print or type notary name below:

STATE OF FLORIDA,
COUNTY OF LEON.

The foregoing instrument was acknowledged before me this 20th day of May, 1999 by
BRIAN BOESCH, who is personally known to me or who has produced
n/a as identification.

Judith S. Colson

NOTARY PUBLIC

My Commission Expires:

(SEAL)

Print or type notary name below:

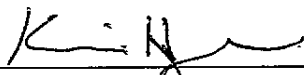


Judith S. Colson
MY COMMISSION # CC786645 EXPIRES
December 14, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

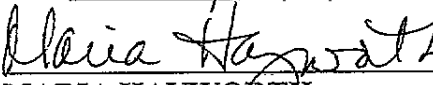
CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT
WITHIN FLORIDA UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

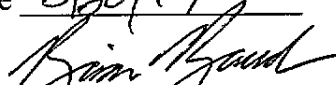
First, that HAYWORTH CREATIVE, INC., desiring to organize or qualify under the laws
of the State of Florida has named KEVIN HAYWORTH as registered agent, located at the
registered office of the Corporation at 945 Pamela Circle, Ormond Beach, FL 32176, as its agent
to accept service of process within Florida.



KEVIN HAYWORTH
Incorporator
Date 5/20/99



MARIA HAYWORTH
Incorporator
Date 5/20/99



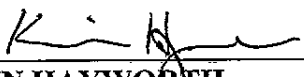
BRIAN BOESCH
Incorporator
Date 5/20/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 20 PM 3:56

APPROVED
AND
FILED

Having been named to accept service of process for the above-stated 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.



KEVIN HAYWORTH
Registered Agent
Date 5/20/99