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WICKENS & LEBOW

350 FAIRWAY DRIVE

SUITE 101

DEERFIELD BEACH, FLORIDA 33441

TELEPHONE: (954) 427-2430

FACSIMILE: (954) 427-6430

IN WASHINGTON:

1750 PENNSYLVANIA AVE., N.W.

SUITE 300

WASHINGTON, D.C. 20006

TELEPHONE: (202) 775-2400

FACSIMILE: (202) 331-7538

OF COUNSEL

GREGG M. PALEY

June 24th 1999

IN LOS ANGELES:

1801 CENTURY PARK EAST

SUITE 2500

LOS ANGELES, CALIFORNIA 90067

TELEPHONE: (310) 552-0686

Department of State
Division of Corporations
New Filing Section
409 E. Gaines Street
Tallahassee, FL 32399

100002919841--2
-06/30/99--01064--006
*****78.75 *****78.75

RE: CREATIVE DESIGNS ARTWORK & FRAMING, INC.

Dear Sir/Madam:

Enclosed herewith are the originals and one (1) copy of the Articles of Incorporation and Registered Agent Certificate and a check for \$78.75 for the above-referenced corporation. Please return the original Articles to this office. Also enclosed is our stamped, self-addressed envelope for your convenience.

Thank you for your anticipated prompt attention and cooperation in this matter.

Very truly yours,

Gregg M. Paley

GMP/am
Enclosures

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99 JUN 30 AM 8:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROOK JUL 6 1999

ARTICLES OF INCORPORATION
OF
CREATIVE DESIGNS ARTWORK & FRAMING, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, and who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation:

ARTICLE 1

The name of this Corporation shall be **CREATIVE DESIGNS ARTWORK & FRAMING, INC.**

ARTICLE 2

This Corporation shall have perpetual existence.

ARTICLE 3

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, as amended and to engage in any trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with the foregoing business.
2. To do such other and further things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
3. To carry out any business, occupation, undertaking, enterprise and exercise any power or authority which may be done by a private corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, and as amended, it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as amended.

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TALLAHASSEE FLORIDA

ARTICLE 4

The aggregate number of shares which the Corporation is authorized to issue is One Thousand shares (1,000) shares. Such shares shall be of single class, and shall have no par value.

Each Stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof; or

(2) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

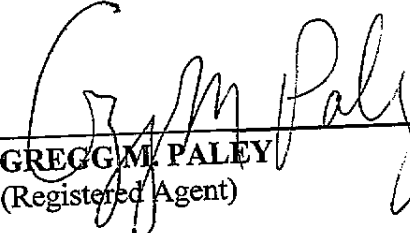
ARTICLE 5

The street address of the initial registered office of the Corporation is: 350 Fairway Drive, Suite 101, Deerfield Beach, FL 33441 and the name of its initial registered agent at such address is GREGG M. PALEY.

The mailing address of the Corporation is:

1760 NE 52nd Street #4, Fort Lauderdale, FL 33334

I hereby accept to act as registered agent, and agree to comply with the provision of said Act relative to keeping open said office.


GREGG M. PALEY
(Registered Agent)

ARTICLE 6

The number of Directors constituting the initial Board of Directors of the Corporation is one
(1). The names and addresses of each person who is to serve as a member of the initial Board of Directors are:

C. BROOKE TRACE

ARTICLE 7

A. The business of the Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than one (1) and not more than two (2) Directors. A majority of the first Board of Directors named above shall have the power to approve and adopt the By-Laws of this Corporation until their successors are elected or appointed.

B. The qualifications, time and place of election and term of office of each Director shall be as provided for in the By-Laws of the Corporation.

C. The officers of this Corporation may consist of a President, Vice-President, Secretary, Treasurer, and such other officers and agents as may be provided for by the By-Laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-Laws.

ARTICLE 8

No contract or other transaction between the Corporation and any other Corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such

other Corporation. Any Director individually, or any firm which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interest shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or officer of such other Corporation or not so interested.

ARTICLE 9

A. Stockholder Agreements. The Corporation and its Stockholders or the Stockholders among themselves, may enter into agreements, restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the Stockholders, or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Stockholder. Nothing in the Articles of Incorporation or the By-Laws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

B. Indemnification of Directors. The Corporation shall indemnify any Director who by virtue of his being an officer or Director of this Corporation, is made a part to any action or proceeding, except when such Director is adjudged guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. Director liability. No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.

D. Reimbursement of Directors. In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred by him in the course of the action or proceedings.

ARTICLE 10

The Directors shall not be liable for illegal dividends or distributions made by the Corporation, unless willful or negligent, if based on good faith reliance on representations made by officers or agents or records as to the financial condition of the Corporation.

ARTICLE 11

A. These Articles of Incorporation are amendable upon approval by the Board of Directors of proposals submitted by the Stockholders and subsequently approved at a Stockholders meeting by fifty-one (51%) percent of the stock entitled to vote.

B. The amending process contained in Paragraph A above may be suspended and amendments made upon written approval by all of the Stockholders.

ARTICLE 12

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the Corporation without first offering such shares for sale to the Corporation at the net asset value thereof. Such offer shall be in writing, signed by the Stockholder; shall be sent by registered or certified mail to the Corporation at its principal place of business, and

shall remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his shares as he may see fit.

On the death of the Stockholder, the Corporation shall have the right to purchase all shares owned by such Stockholder immediately after his death on the terms set forth above, and this provision shall be binding on the executor, administrator, personal representative, heirs, successors and assigns of each Stockholder.

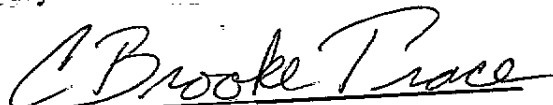
Each share certificate issued by the Corporation shall have printed or stamped thereon the following legend: "THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."

ARTICLE 13

The name and address of each incorporator is:

C. BROOKE TRACE, 1760 NE 52nd Street #4, Ft. Lauderdale, FL 33334

WITNESS my hand and seal this 18th day of June, 1999.


C. BROOKE TRACE

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared C. BROOKE TRACE, to me well known to be the person described as the subscriber in, or who produced _____

_____ as identification, and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 21st day of June, 1999.

Amelia Matias
NOTARY PUBLIC

My Commission Expires:



Gregg M. Paley
GREGG M. PALEY

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

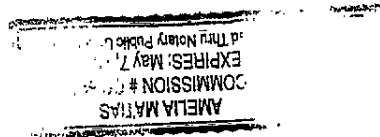
I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared **GREGG M. PALEY**, to me well known to be the person described as the subscriber in, or who produced _____ as identification, and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 21st day of June, 1999.

Amelia Matias
NOTARY PUBLIC

My Commission Expires:

(Forms\Corporate\Trace-Art-inc-99)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is CREATIVE DESIGNS ARTWORK & FRAMING, INC.
2. The name and address of the registered agent and office is:

GREGG M. PALEY
350 Fairway Drive
Suite 101
Deerfield Beach, FL 33441

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


GREGG M. PALEY

DATE 6-21-99

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99 JUN 30 AM 8:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA