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Richard D. Jones, J.D., F.T.M.

Master of Laws in Taxation

Certified Financial Planner

November 2, 1999

CERTIFIED MAIL

Secretary of State
Corporations Division
Capitol Building
Tallahassee, FL 32304

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-11/04/99--01092--003
*****122.50 *****78.75

RE: Creative Trade Enterprises, Inc.

Dear Sir:

I enclose original and one duplicate copy of the Articles of Incorporation of the proposed corporation, Creative Trade Enterprises, Inc. Please note that Article VII designates agent to accept service of process and that there is an acceptance on the last page of the Articles.

I am enclosing our client's check payable to your order in the amount of \$122.50 to cover the following:

1. Filing Fee	\$ 35.00
2. Certified Copy	52.50
3. Registered Agent Designation	35.00
	<u>\$ 122.50</u>

Please endorse your approval of the Articles of Incorporation on the duplicate, certify and return to our office.

EFFECTIVE DATE

11-2-99

Yours very truly,

Lori A. Withrow
Lori A. Withrow
Paralegal

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV -4 PM 12:16

FILED

T BROWN NOV - 5 1999

Richard D. Jones, Attorney at Law, A Professional Association
1250 W. Eau Gallie Blvd. - Suite J, Melbourne, FL 32935

Telephone: 407-253-0080 Facsimile: 407-253-8333

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EFFECTIVE DATE
11-2-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CREATIVE TRADE ENTERPRISES, INC.**

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

ARTICLE I - NAME

The name of this corporation is: CREATIVE TRADE ENTERPRISES, INC.

ARTICLE II - DURATION AND COMMENCEMENT

This corporation is to exist perpetually. The date when corporate existence shall commence shall be upon the execution and acknowledgment of this instrument by the undersigned subscribers.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

To buy, sell, own, hold and operate real and personal property of all kinds.

To do a general business as commission merchant, selling agent and factor under del credere commission in the manner and to the same extent as natural persons could do; to carry on any and all business as manufacturers, producers, merchants, wholesale and retail, importers and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, repair, buy, sell and otherwise deal in any materials, articles or things within or outside the United States; to make and enter into all kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations, for the purchasing, acquiring, holding, manufacturing and selling or otherwise disposing of, either as principal or agent, upon commission or otherwise, all goods, wares and merchandise within or outside the United States; to carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by merchants, commission men, factors, importers and manufacturers agent and exporters, and in the course of such business to draw, accept, indorse, acquire and sell all or any negotiable or transferable instruments and securities;

and to make and enter into all kinds of contracts, agreements and obligations by or with any person requiring, manufacturing, repairing and selling, and dealing in any articles of goods, wares or merchandise; and generally to exercise full power to perform any and all acts connected therewith or arising there from, or incidental thereto, and all acts proper or necessary for the purposes of the business.

To export from and import into the United States, and its territories and possessions and any and all foreign countries, as principal or agent, merchandise, products and commodities of every kind and nature, and to purchase, sell and deal in and with merchandise, products and commodities of every kind or nature for exportation from, and importation into, the United States, to and from all countries foreign thereto, and for exportation from, and importation into, any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic merchandise, products or commodities in domestic markets and foreign merchandise, products or commodities in foreign markets and to do a general foreign and domestic exporting and importing business.

To engage in consultant and advisory work in connection with the organization, financing, management, operation and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership or individual for the management, conduct, operation and supervision of all kinds of investments and businesses. To advertise, promote, merchandise and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Corporation by all lawful means.

To compile lists containing the names and mailing addresses of purchasers or prospective purchasers; to address letters and circulars either in longhand, typewriting or any other method to those on the addressing list; to prepare circular letters, blotters and other advertising matter; to sell or lease lists of addresses; and to acquire all real property and equipment necessary to carry on the business.

To design, write, prepare, place, publish and display, in any manner, advertisements and publicity devices and innovations of all kinds for itself or for others, to print, publish and distribute newspapers, books, pamphlets, magazines, periodicals, handbills, pictures, cartoons, posters and display cards; to arrange for the placing of

advertisements in publications of all kinds; to do bill posting; to manufacture, install, supply, maintain, and operate billboards, signboards and illuminated signs; to give or arrange for the giving of demonstrations and exhibitions for advertising purposes; to supervise the preparation and production of moving picture advertisements and publicity devices; to supervise the preparation of radio and television advertisements and publicity devices; to do a general advertising, press agency and publicity business in all its branches; and to make all contracts and do all things proper, incidental and conducive to the complete attainment of such purposes.

To publish, print, bind, buy, sell and generally, as publishers and printers, deal in magazines, pamphlets, leaflets and papers, and to copyright the articles, stories and discussions appearing therein; to sell advertising space in such magazines and other publications; to engage generally in the business of printers and publishers; and to acquire the necessary real estate and plans for the proper conduct of such business.

To buy, sell, take subscriptions for, and generally deal in newspapers, magazines, periodicals, pamphlets of all kinds, and to buy, sell and generally deal in books, paper and other stationery articles; to do and perform such other things as are ordinarily performed by those carrying on the same business; and to acquire the necessary real estate and stores to carry out the above objects.

To publish, print and sell newspapers, magazines and periodicals; to print and bind books of all kinds; to do job or general printing and lithographing of all kinds, and generally to do all things done by those engaged in a similar business customarily; and to acquire the necessary real estate and plans to carry out the above objects.

To subscribe for, buy, or otherwise obtain newspapers of all kinds and in every language, magazines, periodicals and other publications of similar nature in any language; to clip there from news items, stories and advertisements; to sell and dispose of the same to purchasers and to subscribers to such press clipping bureau and generally to do everything done by those engaged in the same business; and to acquire all real estate and plans necessary to carry out the above objects.

To print, bind, publish, circulate, distribute, buy, sell and deal in books, pamphlets, circulars, posters, newspapers, magazines, literature, music, pictures, tickets, cards, advertisements, letter and bill heads, envelopes, and legal, commercial and financial forms and blanks of every kind; to acquire, by purchase or otherwise, turn to account, license the use of, assign, and deal with copyrights and intellectual properties of every kind; and to carry on a general printing, engraving, lithographing, electrotyping and publishing business in all the branches thereof.

To conduct the business of bringing to the attention of the public through the press, magazines, pamphlets, and by other means the characteristics, ability and other qualities tending to establish in the minds of the public the character and ability of its subscribers, including men, women, corporations and copartnerships, and of goods and wares manufactured and sold by subscribers; to conduct a general advertising agency and press clipping bureau; to do all other things commonly done by those engaged in the same business; and to acquire all real estate and plans necessary to carry out the above objects.

To engage in research and development, purchase, sale, import, export, license, distribution, design, manufacture, or rental of any product, machine, apparatus, appliance, merchandise, and property of every kind and description, ideas, systems, procedures, and services of any nature, including, without limiting the generality of the foregoing, all types of products which possess an internal intelligence for recognizing and correlating any type of data or information to be processed, pattern interpretation, recognition and memory systems and equipment, optical scanning, analog and digital; computers, components, all types of electrical, mechanical, electromechanical, and electronic products and systems such as for analysis of visible, radar, sonar, or other inputs, voice recognition and identification of voice elements, and magnetic storage and drums.

To engage in the business of the accumulation, borrowing and lending of money by lending the capital of the company and such other funds as it may from time to time lawfully acquire from various lenders or other sources upon such security as may be agreed upon between the corporation and such lenders or borrowers, and by re-lending in like manner the funds arising from such loans when paid.

To purchase, or in any way acquire for investment or for sale or otherwise, any business, assets of a business, contracts for the purchase or sale of any business or the assets thereof, and any other property of any kind or any interest therein, whether such is a going concern or not, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds or other obligations of the corporation, and to sell, convey, lease, mortgage, deed in trust, turn to account or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon any business or the assets thereof in connection with the acquisition of such or continuing operation of the same, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise and to enter into contracts to buy or sell any property, real or personal; to act as a consulting firm and provide managerial skills and expertise to any business, whether owned by

the corporation or not; to render advice and assistance on any subject which, in the opinion of the Board of Directors of the corporation, the corporation and its personnel are qualified to render, and to receive compensation for or pay for the same in cash, stock or bonds or otherwise.

To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and invest, trade in, deal in and with, goods, wares, merchandise, real and personal property and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, and have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property and/or other instruments to secure the payment of corporate indebtedness as required.

To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, condominiums, improvements and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds or other obligations of the corporation, and to sell, convey, lease, mortgage, deed of trust, turn to account or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights and property of any person, firm, association or corporation, paying for the same in cash, stock or bonds of this corporation; and to draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes

of the corporation without restriction or limit as to amount.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell, reissue and otherwise deal in its own capital stock, bonds, debentures and other forms or evidence of indebtedness and those of other persons, firms and corporations.

To engage in any and every other business, occupation and enterprise, except banking, and to exercise any and all other powers and rights which are conferred upon or granted to corporations by the present existing laws of the State of Florida, or of the United States, or of other states and authorities anywhere or which may be granted to or conferred upon such corporation by any law or act of the State of Florida, or of the United States, or elsewhere, which may be hereafter enacted or adopted; and generally to do any and all such acts as may be necessary, proper or convenient in carrying out or accomplishing the general purposes for which said corporation is formed.

Without in anywise limiting the generality of the foregoing, to purchase, sell or otherwise deal in any manner whatsoever in any and all other property of any nature whatsoever customarily incident to or connected with any of the foregoing.

To have, exercise and enjoy all of the powers, general and special, of like corporations as now or hereafter may be provided by law, and to do and perform all such other acts and things as may be necessary, profitable or expedient in carrying on any of the business or acts above named or any business or acts auxiliary thereto or connected therewith.

To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the purposes or objects herein enumerated which shall at any time appear conducive or expedient for the protection or benefit of this corporation either as holders or interested in any property, and in general to carry on any business, it being the intention that the objects, purposes and powers

specified and the clauses contained in this Article of this instrument shall be in no way limited or restricted by reference to or inference from the terms of this or any other Article or paragraph of this instrument, but that the objects, purposes and powers specified in each of the clauses of this paragraph shall be regarded as independent objects, purposes and powers.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One and No/100 (\$1.00) each par value common stock and shall commence business with 100 shares fully paid and nonassessable issued.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PLACE OF BUSINESS

The initial post office address of the principal office of this corporation in the State of Florida is 32 Cove Road, Melbourne Beach, Florida 32951. The corporation may maintain such other offices, both within and without the State of Florida, as the Board of Directors may from time to time determine.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 32 Cove Road, Melbourne Beach, Florida 32951, and the name of the initial registered agent of this corporation at that address is MICHAEL DEVRIES.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

NAME
MICHAEL DEVRIES

ADDRESS
32 Cove Road
Melbourne Beach, FL 32951

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation, the number of shares of stock each has subscribed for and the value of the consideration therefore are:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>	<u>CONSIDERATION</u>
MICHAEL DEVRIES	32 Cove Road Melbourne Beach, FL 32951	100	\$100.00

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be reserved to the Board of Directors.

ARTICLE XI - OFFICERS

The initial officers of this corporation shall be: MICHAEL DEVRIES, President; and LYNNETTA DEVRIES, Secretary, and said officers shall hold office until their successors are chosen by the Board of Directors and qualify.

IN WITNESS WHEREOF, the undersigned subscribers have hereunto set their hands and seals on this the 2nd day of November, 1999.

 (L.S.)
MICHAEL DEVRIES

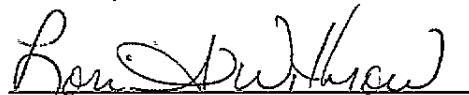
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared MICHAEL DEVRIES, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that being informed of the contents therein, he subscribed to these Articles of Incorporation voluntarily on the date the same bears date.

WITNESS my hand and official seal in the County and State named above this 2nd day of November, 1999.



LORI A. WITHROW
COMMISSION # CC 715345
EXPIRES FEB 9, 2002
BONDED THRU
ATLANTIC BONDING CO. INC.



Notary Public

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

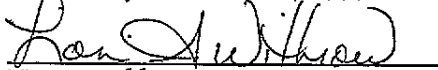
The undersigned, having been named in Article VII to accept service of process upon CREATIVE TRADE ENTERPRISES, INC. at the place designated in the foregoing Articles of Incorporation, does hereby accept to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said business.

The location of the registered office of said corporation is 32 Cove Road, Melbourne Beach, FL 32951.

IN WITNESS WHEREOF, the name and seal of said registered agent is hereby affixed at Melbourne, Brevard County, Florida, this 2nd day of November, 1999.

 (L.S.)
MICHAEL DEVRIES
Registered Agent for
CREATIVE TRADE ENTERPRISES, INC.

Subscribed and sworn to before me
this 2nd day of November, 1999.


Notary Public



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99 NOV -4 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA