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561-231-4343
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PLEASE REPLY TO:
POST OFFICE BOX 3086
VERO BEACH, FLORIDA 32984

* BOARD CERTIFIED REAL ESTATE LAWYER
** ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

January 2, 1997

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-01/14/97-01015--007
*****122.50 *****122.50

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: Over Exposures, Inc.

Dear Sir:

Enclosed please find original and copy of Articles of Incorporation of Over Exposures, Inc. Also enclosed is this firm's check in the amount of \$122.50 to cover filing fees, certified copy and registered agent designation.

Upon receipt and assignment of a charter number, would you please return the certified Articles to me.

Very truly yours,

Bruce Barkett

BB:bh
Enclosures

1-21-97

FILED
97 JAN 13 PM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

OVER EXPOSURES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **OVER EXPOSURES, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The amount of capital stock authorized for the corporation is a maximum of one hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issued, and transferred only in accordance with such By-Laws as the corporation shall from time to time make, change, or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent and the initial registered office of this corporation are:

Carl A. Miller
545 Gull Wing Drive
Vero Beach, Florida 32968

ARTICLE VI - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is:

545 Gull Wing Drive
Vero Beach, Florida 32968

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of Directors of this corporation shall be not less than one (1) nor more than five (5). The names and addresses of the initial directors of this corporation are:

Carl A. Miller	545 Gull Wing Drive Vero Beach, Florida 32968
Donna M. Thompson	545 Gull Wing Drive Vero Beach, Florida 32968

ARTICLE VIII - INCORPORATION

The names and addresses of the persons signing these Articles are:

Carl A. Miller	545 Gull Wing Drive Vero Beach, Florida 32968
Donna M. Thompson	545 Gull Wing Drive Vero Beach, Florida 32968

ARTICLE IX

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- A. Any limitation or restraint upon the transferability, alienation, or assignment of stock;
- B. Any limitation or restraint upon the encumbrance or pledge of stock;
- C. Any agreements conferring pre-emptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;
- D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and
- E. Any and all such agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by By-Laws of the corporation.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred upon stockholders, directors, and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 9th day of January, 1997.

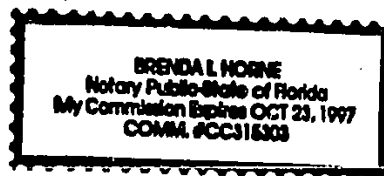
Carl A. Miller
Carl A. Miller

Donna M. Thompson
Donna M. Thompson

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 9 day of January, 1997 by CARL A. MILLER and DONNA M. THOMPSON, who have produced Florida driver's licenses as identification.

Brenda L. Horne
Notary Public, State of Florida at Large.
My Commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **OVER EXPOSURES, INC.**, at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Carl A. Miller

Carl A. Miller

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97 JAN 13 PM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA