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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: SPECTRUM PHOTOGRAPHY, INC.
(Proposed corporate name - must include suffix)

100003035541--5
-11/04/99--01092--005
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- \$70.00 Filing Fee
 - \$78.75 Filing Fee & Certificate of Status
 - \$78.75 Filing Fee & Certified Copy
 - \$87.50 Filing Fee, Certified Copy & Certificate of Status
- ADDITIONAL COPY REQUIRED**

FROM: JED A. BURGER, ESQ.
Name (Printed or typed)

P.O. Box 83-5216
Address

MIAMI, FL 33283-5216
City, State & Zip

305-971-2491
Daytime Telephone number

FILED
 99 NOV -4 PM 2:22
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION
OF
SPECTRUM PHOTOGRAPHY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a Corporation in accordance with the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be SPECTRUM PHOTOGRAPHY, INC.

ARTICLE II - REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

The street address of the initial registered office, principal place of business, and mailing address of the Corporation shall be 7571 SW 65th Place, Miami, Florida 33143.

ARTICLE III - NAME AND ADDRESS OF REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is Jed A. Burger, Esq., Grove Plaza, Sixth Floor, 2900 SW 28th Terrace, Miami, Florida 33133.

ARTICLE IV - NATURE OF BUSINESS

The purpose for which this Corporation is organized shall be to engage in every aspect of photography, consulting, training, and photographic research and investigation. This Corporation may also engage in or transact any or all other lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V - DURATION

The term of existence of this Corporation is perpetual, which shall commence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to have outstanding is 500, all of which shall be common shares, with a par value of \$1.00 per share. All stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE VII - DIRECTORS

This Corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the Corporation shall be managed by the shareholders. The name and address of the initial director of the Corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

John Chiarenza
7571 SW 65th Place
Miami, Florida 33143

President, Director and Treasurer

ARTICLE VIII - INCORPORATOR

The name and mailing address of the incorporator to these Articles of Incorporation is John Chiarenza, 7571 SW 65th Place, Miami, Florida 33143.

ARTICLE IX - SHAREHOLDER LIABILITY

The private property of the shareholder shall not be subject to the payment of the Corporate debts to any extent whatsoever.

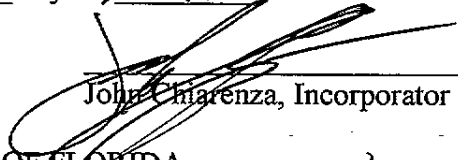
ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law for such acts of the officer or director, or former officer or director, while acting on behalf of the Corporation.

ARTICLE XI - AMENDMENT OF ARTICLES

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by applicable law.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 1st day of November, 1999.



John Chiarenza, Incorporator

STATE OF FLORIDA }
 } SS
COUNTY OF MIAMI-DADE }

BEFORE ME, the undersigned authority, personally appeared John Chiarenza, known to me to be the person whose name is subscribed to this document, and he acknowledged that he executed the same for the purpose contained within it.

WITNESS my hand and official seal in the State and Country aforesaid, this 1st day of November, 1999.



Notary Public, State of Florida at Large




Jed Anthony Burger
Commission # CG 825604
Expires Apr. 28, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Commission Number and Expiration:

ARTICLES OF INCORPORATION OF SPECTRUM PHOTOGRAPHY, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, Jed A. Burger, Esq., hereby consents and accepts the appointment as registered agent of the foregoing described Corporation and to act in that capacity until such time as this authority is withdrawn in writing, in accordance with applicable law.



Jed A. Burger, Esq., Registered Agent

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA }
 } SS
COUNTY OF MIAMI-DADE }

BEFORE ME, the undersigned authority, personally appeared Jed A. Burger, Esq., known to me to be the person whose name is subscribed to this document, and he acknowledged that he executed the same for the purpose contained within it.

WITNESS my hand and official seal in the State and Country aforesaid, this 2nd day of November, 1999.


Notary Public, State of Florida at Large

Commission Number and Expiration:

