

BARTH COLLINS & TRUETT

Attorneys at Law

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Respond to Destin

February 15, 2000

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Florida Department of State
Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, FL 32314

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

RE: Destin Photography.com, Inc.

To Whom It May Concern:

Enclosed are the original Articles of Incorporation for Destin Photography.com, Inc., together with the acceptance of David Lilienthal as Registered Agent. Also enclosed is a check in the amount of \$78.75 to cover the costs of incorporation. Feel free to call me if you have any questions.

Sincerely,


James C. Barth

JCB:cab

Enclosures

FILED
00 FEB 21 PM 1:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
DESTIN PHOTOGRAPHY.com, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Destin Photography.com, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to take, develop, market and sell beach photographs and/or any business as permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation shall have authority to issue One Hundred (100) shares of common stock, all of one class, One Dollar (\$1.00) par value.

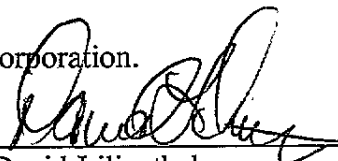
ARTICLE V

The address of its principal office is 132 Cayman Cove, Destin, Florida 32541.

ARTICLE VI

The address of its initial Registered Office is 132 Cayman Cove, Destin, Florida 32541, and the name of its initial Registered Agent at said address is David Lilienthal.

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.



David Lilienthal

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ARTICLE VII

The number of directors constituting its initial Board of Directors is one, whose name and address is:

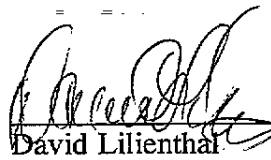
David Lilienthal
132 Cayman Cove
Destin, FL 32541

ARTICLE VIII

The name and address of the incorporator is:

David Lilienthal
132 Cayman Cove
Destin, FL 32541

The undersigned incorporator has executed these Articles of Incorporation this 15TH day _____
of February, 2000.



David Lilienthal
Incorporator