

Liquid Images, Inc.

Denise D. Parker

Telephone (321) 952-1108

Fax (321) 951-9791

400 Pelican Key
Melbourne Beach, FL 32951

Division of Corporations
Secretary of State
P.O. Box 1630
Tallahassee, FL 32314

PRIM 29472

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

RE: Liquid Images, Inc.

Dear Sir or Madam:

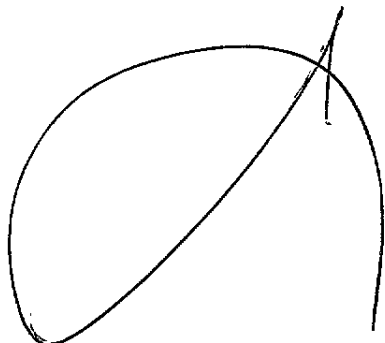
Enclosed are Articles of Incorporation on the above-referenced proposed corporation. I have also enclosed a check in the amount of \$78.75 to cover the fees involved. Please mail the Charter No. and other documents to the address listed above.

Sincerely,


Denise D. Parker

Enclosures

FILED
00 MAR 17 PM 1:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

 3/23

ARTICLES OF INCORPORATION
OF
LIQUID IMAGES, INC.

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TALLAHASSEE FLORIDA

ARTICLE 1 - NAME

The name of this corporation is Liquid Images, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the business of multi-media photography and related services, and to engage in any legal and lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock. The number of shares to be issued to the initial subscribers and the consideration to be furnished for those shares are as follows:

<u>SUBSCRIBER</u>	<u>NUMBER OF SHARES</u>	<u>CONTRIBUTION</u>
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Denise D. Parker

100

Not less than \$50

Except as otherwise required by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares of stock of this corporation.

ARTICLE V - PRINCIPAL ADDRESS.
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal place of business of the corporation is , 400 Pelican Key, Melbourne Beach, Florida 32951. The street address of the initial registered office of this corporation is 400 Pelican Key, Melbourne Beach, FL 32951, and the name of the initial registered agent of this corporation at that address is Denise D. Parker.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

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

Denise D. Parker
400 Pelican Key
Melbourne Beach, FL 32951

ARTICLE VII - INCORPORATION

The names and addresses of the persons signing these Articles and initially subscribing to the capital stock are:

Denise D. Parker
400 Pelican Key
Melbourne Beach, FL 32951

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the holders of common stock of this corporation.

ARTICLE IX - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval by a majority of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE X - DIRECTORS COMPENSATION

The shareholders of the common stock of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XI - I.R.C. SECTION 1244

It is the intent of the incorporator to qualify the shares of common stock issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any Director or Officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or person, firm, association or corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or Officer or Officers of this corporation is a party or are parties to, or interested in, such contract, act or association or corporation and each and every person who may become a Director or Officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the

benefit of himself or any firm, association or corporation in which he may be in anyways interested.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - PREEMPTIVE RIGHTS

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

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 14th day of March, 2000.



Denise D. Parker, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

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IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 14th day of March, 2000.

Denise D. Parker
Denise D. Parker, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Denise D. Parker, known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 14 day of March, 2000.



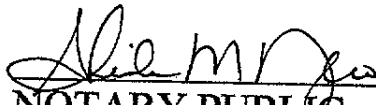
Sheila M. Nero
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Denise D. Parker, known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 14 day of March, 2000.




NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

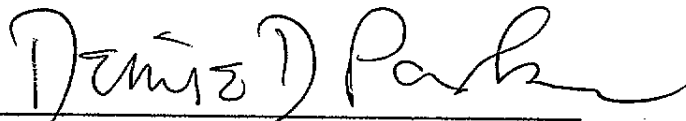
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENCY UPON WHOM PROCESS
MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Liquid Images, Inc. desiring to organize under the laws of the State of Florida, with its principle office as indicated by the Articles of Incorporation in the City of Melbourne Beach, County of Braved, and State of Florida, has named Denise D. Parker, 400 Pelican Key, Melbourne Beach, FL 32951, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Denise D. Parker

FILED
00 MAR 17 PM 1:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA