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September 27, 2001

THE DEPARTMENT OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-10/01/01--01105--005
****122.50 *****78.75

Re: *OCEAN PHOTO GALLERY, INC.*
a Florida corporation

Dear Sirs:

Enclosed herewith for filing and registration, please find the following:

1. Articles of Incorporation.

I also enclose a check in the amount of \$122.50 for the filing fee associated with the Articles of Incorporation (\$35.00), the Designation and Acceptance of Registered Agent (\$35.00), and the fee for obtaining a certified copy (\$52.50).

Thank you for registering this corporation and providing me with the appropriate copies requested herein.

Very truly yours,
JIM D. SHUMAKE, P.A.

Jim D. Shumake
Attorney at Law

JDS:lh
Enclosures: (as indicated)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OCEAN PHOTO GALLERY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned incorporators, being a natural person of the age of eighteen (18) years or more, and desiring to form a Corporation under the laws of the State of Florida, does hereby sign, verify and deliver in duplicate to the Secretary of State of the State of Florida these ARTICLES OF INCORPORATION.

ARTICLE I
NAME

The name of the Corporation shall be OCEAN PHOTO GALLERY, INC.

ARTICLE II
PERIOD OF DURATION

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE III
PURPOSE

The purpose for which this Corporation is organized is to transact any lawful business or businesses for which Corporations may be incorporated pursuant to the Florida Corporation Code, and shall include, but not limited to commercial activities related to underwater photography and such other related services and promotions.

ARTICLE IV
SHARES

The Corporation shall have one class of stock which shall be designated common stock. The aggregate number of shares which this Corporation shall have the authority to issue is one hundred (100) shares. No share shall be issued until it has been paid for, and it shall thereafter be non-assessable. All shares will have one dollar (\$1.00) par value.

ARTICLE V
SHARE TRANSFER RESTRICTIONS

The Corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The Shareholders are hereby authorized on behalf of the Corporation to exercise the Corporation's right to so impose such restrictions.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be at 7335 Stonegate Drive, Naples, Florida 34109, and the name of the initial registered agent at such address is Wayne R. Hasson, Jr. The written consent of the initial registered agent to the appointment as such is stated below. Either the registered office or the registered agent may be changed in the manner provided by law.

ARTICLE VII
INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be at 7335 Stonegate Drive, Naples, Florida 34109.

ARTICLE VIII
QUORUM OF SHAREHOLDERS MEETING

Except as bylaws adopted by the shareholders may provide for a greater quorum requirement, a majority of the outstanding shares shall constitute a quorum at any meeting of Shareholders. Except as bylaws adopted by the shareholders may provide for a greater voting requirement and except as is otherwise provided by the Florida Business Corporation Act with respect to action on amendment to these Articles of Incorporation, on a plan of merger or share exchange, on the disposition of substantially all of the property of the Corporation, on the granting of consent to the disposition of property by an entity controlled by the Corporation, and on the dissolution of the Corporation. Any bylaw adding, changing, or deleting a greater quorum or voting requirement for Shareholders shall meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever are greater.

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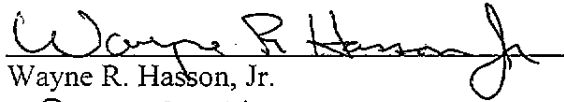
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE IX
INCORPORATOR**

The names and addresses of the incorporators are as follows: Wayne R. Hasson, Jr., 7335 Stonegate Drive, Naples, Florida 34109; Anne D. Hasson, 7335 Stonegate Drive, Naples, Florida 34109.

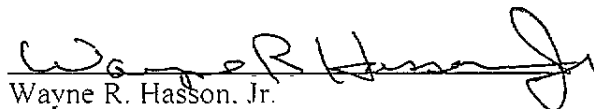
IN WITNESS WHEREOF, the named incorporators affixed their signatures to these ARTICLES OF INCORPORATION on September 27, 2001.


Wayne R. Hasson, Jr.


Anne D. Hasson

DESIGNATION AND ACCEPTANCE AS REGISTERED AGENT

The undersigned consents to the appointment as the initial registered agent of OCEAN PHOTO GALLERY, INC.


Wayne R. Hasson, Jr.