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37 North Orange Avenue
Suite 500
Orlando, Florida 32801

July 12, 2002

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

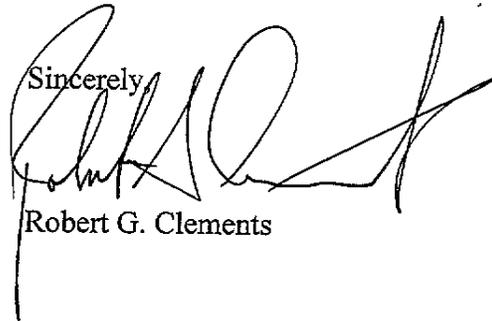
Re: Digital Frames, Inc.

Dear Madame/Sir:

Enclosed please find Articles of Incorporation for Digital Frames, Inc. and a postal money order in the amount of \$78.75 payable to the Florida Department of State to cover the filing fee and cost of a certified copy of the articles. Please send me the certified copy of the articles.

Thank you for your assistance in this matter. Please contact me if you have any questions regarding this matter.

Sincerely,



Robert G. Clements

RGC/
Enclosures

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TALLAHASSEE, FLORIDA
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**ARTICLES OF INCORPORATION
OF
DIGITAL FRAMES, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the Corporation ("Corporation") is Digital Frames, Inc.

ARTICLE II - ADDRESS

The street address of the initial principal office of the Corporation is:

481 Byrd Street
Lakeland, Florida 33809

ARTICLE III - DURATION

The existence of the Corporation shall begin on the date these Articles of Incorporation are filed and shall be perpetual.

ARTICLE IV - PURPOSE

This Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 1,000 shares, no par value per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's registered office and the initial registered agent for the Corporation at that address is:

Robert G. Clements
37 North Orange Avenue, Suite 500
Orlando, Florida 32801

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ARTICLE VII – INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is:

<u>Name</u>	<u>Address</u>
Charlotte Gardner	481 Byrd Street Lakeland, Florida 33809

ARTICLE VIII - INCORPORATORS

The name and street address of the persons signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Charlotte Gardner	481 Byrd Street Lakeland, Florida 33809

ARTICLE IX – BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X – 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.

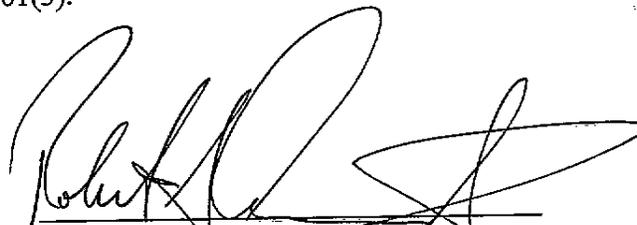
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 12 day of July, 2002.


Charlotte Gardner
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Digital Frames, 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).

This 12th day of July, 2002.



Robert G. Clements
Registered Agent

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