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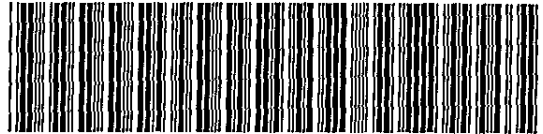
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PATRICK R. SCOTT
ATTORNEY AT LAW

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Saint Petersburg, Florida 33713

Tel (727) 328-7678
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January 20, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Seashellbooks.com, Incorporated

Dear Sir/Madame:

Enclosed is the original and one copy of the Articles of Incorporation for the above-named Corporation. Also enclosed is our check in the amount of \$70.00, to cover the filing fee for the Articles of Incorporation and the Designation of Registered Agent.

Please file the original of the enclosed Articles of Organization and return a date-stamped copy to this office. Kindly advise if you require anything further from me. Thank you for your attention and consideration in this regard.

Sincerely,



Patrick R. Scott

PRS/ms
encl: Art of Organ
Check (\$70.00)
cc: client

ARTICLES OF INCORPORATION
OF
SEASHELLBOOKS.COM, INCORPORATED

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TALLAHASSEE FLORIDA

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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

Article 1 - Name

The name of the corporation is Seashellbooks.com, Incorporated (hereinafter referred to as "Corporation")

Article 2 - Purpose of Business

The Corporation shall engage in any and all legal business.

Article 3 - Principal Office

The address of the principal office and mailing address of this Corporation is:

5565 64th Way North
Saint Petersburg, FL 33709

The corporation shall have the power to establish branch offices and other places of business at such other place or places within or without the State of Florida as may be determined and deemed to be expedient.

Article 4 - Incorporator

The name and street address of the Incorporator of this Corporation is:

Lane Dumser
5565 64th Way North
Saint Petersburg, FL 33709

Article 5 - Officers

The officers of this Corporation shall be:

President: Lane Dumser

Secretary: Lane Dumser

Treasurer: Lane Dumser

whose address shall be the same as the principal address of this Corporation.

ARTICLE 6 - Director(S)

There shall be a Board of Directors of this Corporation, which shall consist of not less than one (1), nor more than seven (7) in number, the number of same to be fixed by the Board of Directors or by the corporate by-laws.

The first Director of this corporation shall be:

Lane Dumser

ARTICLE 7 - Corporate Capitalization

Section 1. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is five thousand (5,000) shares of common stock, each having a par value of one dollar (\$1.00).

Section 2. All holders of shares of common stock shall be identical with each other in every respect, and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

Section 3. All holders of shares of common stock, upon dissolution of this Corporation, shall be entitled to receive the net assets of this Corporation.

Section 4. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

Section 5. The Board of Directors of this Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of this Corporation.

Section 6. The Board of Directors of this Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restriction,

limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

Section 7. Shares of stock shall be issued initially to the following person and in the amount as set opposite the person's name:

Lane Dumser - 100 Shares

Article 8 - Shareholders' Restrictive Agreement

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of Shareholders of this Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

Article 9 - Powers of Corporation

This corporation shall have the same powers as an individual to do all things necessary or convenient to carryout its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

Article 10 - Term of Existence

This Corporation shall have perpetual existence.

Article 11 - Registered Office and Registered Agent

The initial address of the registered office of this corporation is:

Lane Dumser
5565 64th Way North
Saint Petersburg, FL 33709

The name address of the initial registered agent of this Corporation is:


Lane Dumser
5565 64th Way North
Saint Petersburg, FL 3370

Article 12 - By-Laws

The Board of Director(s) of this Corporation shall have power, without the assent or vote of the Shareholders, to make, alter, amend or repeal the Bylaws of this Corporation, but the affirmative vote of a number of Directors equal to a majority of the


number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for making, alteration, amendment or repeal of the By-Laws.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under laws of the State of Florida, this 20th day of January, 2003.


Lane Dumser, Incorporator

Acceptance of Registered Agent Designated in the Articles of Incorporation

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Lane Dumser

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