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DACEY & ASSOCIATES, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

May 17, 1995

Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300001496163
-05/23/95--01035--005
*****70.00 *****70.00

Dear Sir:

RE: Sensual Images Photography, Inc.
Start Date: June 1, 1995

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with a check in the amount of \$70.00 for filing same.

A CERTIFIED COPY IS NOT REQUESTED.

Thank you for your usual prompt attention to these matters.

Please return the letter of acknowledgement to:

Judith E. Dacey, CPA
11018-112 Old St. Augustine Road
Jacksonville, FL 32257

Sincerely,

Judith E. Dacey, CPA

Enclosures

JD:js

EFFECTIVE DATE

June 1, 1995

FILED
95 MAY 22 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAB
5/23/95

ARTICLES OF INCORPORATION

OF

SENSUAL IMAGES PHOTOGRAPHY, INC.

FILED

95 MAY 22 AM 10:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME/PRINCIPAL OFFICE/MAILING ADDRESS:

The name of the corporation is:

Sensual Images Photography, Inc.

Start date: June 1, 1995

The principal office and mailing address is:

2647 Stonebridge Drive

Jacksonville, FL 32223

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT:

The street address of the initial registered office is:

2647 Stonebridge Drive

Jacksonville, FL 32223

EFFECTIVE DATE

June 1, 1995

and the name of the initial registered agent is:

David Alan Keister

ARTICLES OF INCORPORATION
OF
SENSUAL IMAGES PHOTOGRAPHY, INC.

ARTICLE III

DURATION:

The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSE:

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK:

The corporation is authorized to issue only one class of stock. The total number of shares authorized shall be 1000 with a par value of \$1.00.

ARTICLES OF INCORPORATION
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ARTICLE VI

BOARD OF DIRECTORS:

The initial board of directors shall consist of one member. His name and mailing address, as well as, the position he holds is as follows:

Name: David Alan Keister
Chairperson

Address: 2647 Stonebridge Drive
Jacksonville, FL 32223

OFFICERS:

The initial officers of the corporation shall consist of one person. His name and mailing address, as well as, the positions he holds are as follows:

Name: David Alan Keister
President/Secretary/Treasurer

Address: 2647 Stonebridge Drive
Jacksonville, FL 32223

ARTICLES OF INCORPORATION
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ARTICLES VII

INCORPORATOR:

The name and address of the incorporator is:

Name: David Alan Keister

Address: 2647 Stonebridge Drive
Jacksonville, FL 32223

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Jacksonville, Florida on the seventeenth day of May, 1995.

David A. Keister

Incorporator (Signature)

ARTICLES OF INCORPORATION
OF
SENSUAL IMAGES PHOTOGRAPHY, INC.

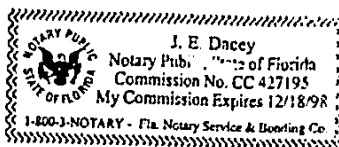
STATE OF FLORIDA

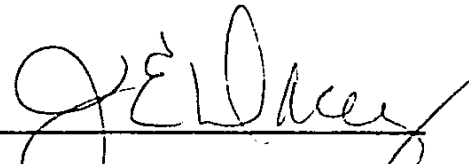
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared
David Alan Keister.

Who is to me well known to be the person described in and who
subscribed the above Articles of Incorporation, and he did freely and
voluntarily acknowledge before me according to law that he made and
subscribed the same for the uses and purposes therein mentioned and set
forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official
seal, at Jacksonville in said County and State this seventeenth day of
May, 1995.





Notary Public

STATE OF FLORIDA

Personally Known

or

Produce Identification

Type of ID produced: DRIVERS LICENSE

ARTICLES OF INCORPORATION

OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT
BY INCORPORATOR AS SET FORTH IN ARTICLE II

First - That Sensual Images Photography, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of Jacksonville, state of Florida, has named David Alan Keister, located at 2647 Stonebridge Drive, in the city of Jacksonville, state of Florida, 32223, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Signature David A. Keister

(Registered Agent)

(Incorporator & Corporate Officer)

Date May 17, 1995