

P960000065754

ED JONES
1195 EAST ALTAMONTE DRIVE
ALTAMONTE SPRINGS, FLA 32701

29 JULY 96

DIVISION OF CORPORATION
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

700001913037
-08/06/96--01079--006
****122.50 ****122.50

DEAR SIR:

ENCLOSED ARE TWO ORIGINALS OF THE ARTICLES OF INCORPORATION FOR
CLEVER CAMERA, INC.

ADDITIONALLY ENCLOSED IS A CHECK IN THE AMOUNT OF \$ 122.50 FOR THE
FILING FEES AND CERTIFIED COPY. PLEASE RETURN THE CERTIFIED COPY
TO THE ABOVE ADDRESS.

SHOULD YOU HAVE ANY QUESTIONS, PLEASE CONTACT US AT 407-831-7779.

SINCERELY YOURS,



ED JONES

ENCLOSURES (2)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF
CLEVER CAMERA, INC.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF THIS CORPORATION PURSUANT TO CHAPTER 607 OF THE FLORIDA STATUTES, HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA AND ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION.

ARTICLE I - NAME OF CORPORATION

THE NAME OF THE CORPORATION SHALL BE "CLEVER CAMERA, INC."

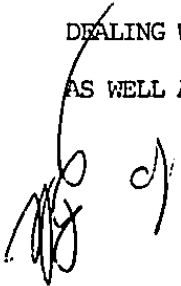
ARTICLE II - TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

ARTICLE III - GENERAL PURPOSE

THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED SHALL BE:

1. TO MANUFACTURE, CONSTRUCT, PURCHASE OR OTHERWISE ACQUIRE AND TO OWN, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER OR OTHERWISE DISPOSE OF, AND TO INVEST IN TRADE IN, DEAL IN AND WITH PRODUCTS, GOODS, WARES, MERCHANDISE, REAL AND PERSONAL PROPERTY AND SERVICES OF EVERY KIND, CLASS AND DESCRIPTION.
2. TO OPERATE A MARKETING, DISTRIBUTION AND SALES COMPANY, DEALING WITH SALES PROMOTIONS OF PRODUCT MANUFACTURERS, AS WELL AS RETAIL ESTABLISHMENTS.



3. IT IS INTENDED THAT THIS CORPORATION IS ORGANIZED FOR AND MAY CONDUCT AND TRANSACT ANY OR ALL LAWFUL BUSINESS AUTHORIZED AND NOT PROHIBITED BY CHAPTER 607, FLORIDA STATUTES, AS THE SAME MAY BE FROM TIME TO TIME AMENDED. PROVIDED HOWEVER, AND NOTWITHSTANDING THE GENERALITY OF THE FOREGOING, THIS CORPORATION IS NOT TO CONDUCT A BANKING, SAFETY-DEPOSIT, TRUST, INSURANCE, SURETY, EXPRESS, BUILDING AND LOAN ASSOCIATION, MUTUAL FIRE INSURANCE, ASSOCIATION, COOPERATIVE ASSOCIATION, FRATERNAL BENEFIT SOCIETY, STATE FAIR OR EXPOSITION BUSINESS.

ARTICLE IV - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF CAPITAL STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE TIME IS TEN THOUSAND (10,000) SHARES OF COMMON STOCK HAVING A PAR VALUE OF ONE DOLLAR (\$1.00) PER SHARE.

ARTICLE V - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

THE INITIAL STREET ADDRESS OF THE REGISTERED OFFICES OF THIS CORPORATION AND CORPORATE OFFICE IN THE STATE WILL BE 1195 EAST ALTAMONTE DRIVE, ALTAMONTE SPRINGS, FLA 32701. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE REGISTERED OFFICE TO ANY OTHER ADDRESS IN FLORIDA. THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS ED JONES. DIRECTORS MAY FROM TIME TO TIME DESIGNATE A NEW REGISTERED AGENT.

M J

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THE INITIAL NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE TWO(2).
THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME
BY BYLAWS ADOPTED BY THE SHAREHOLDERS, IN THE INITIAL ORGANIZATIONAL
MEETING, BUT SHALL NEVER BE ONE LESS THAN ONE (1). NO ACTION OR
PURCHASES, SALES OR COMMITMENTS SHALL BE ACTIVATED WITHOUT THE CONSENT OF
TWO MAJOR SHAREHOLDERS, IF APPLICABLE AT THE TIME.
THE NAME OF THE INITIAL MEMBERS OF THE BOARD OF DIRECTORS WHO SHALL HOLD
OFFICE FOR THE FIRST YEAR OF EXISTENCE OF THIS CORPORATION OR UNTIL HIS
SUCCESSORS ARE ELECTED OR APPOINTED AND HAVE QUALIFIED ARE:

ED JONES
1195 EAST ALTAMONTE DRIVE
ALTAMONTE SPRINGS, FLA 32701

BILLY FRYE
a/k/a WILLIAM FREISTADT
280 CHURCHILL DRIVE
LONGWOOD, FLA 32779

ARTICLE VII - INCORPORATION

THE NAME AND ADDRESS OF THE INCORPORATOR OF THIS CORPORATION IS:
ED JONES - 1195 EAST ALTAMONTE DRIVE, ALTAMONTE SPRINGS, FLA 32701

ARTICLE VIII - AMENDMENT TO ARTICLES


THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS
CONTAINED IN THE ARTICLES OF INCORPORATION, OR AMENDMENT HERETO AND
ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

WJ S


ARTICLE IX - INDEMNIFICATION

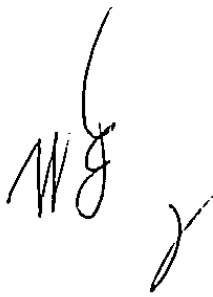
THE CORPORATION SHALL INDEMNIFY ANY REGISTERED AGENT, OFFICER, DIRECTOR OR INCORPORATOR, OR ANY FORMER REGISTERED AGENT, OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

IN WITNESS WHEREOF THE UNDERSIGNED INCORPORATOR HAS MADE AND SUBSCRIBED THE ARTICLES OF INCORPORATION AT ALTAMONTE SPRINGS, FLORIDA THIS 29TH DAY OF JULY, 1996.


ED JONES

HAVING BEEN NAMED AS REGISTERED AGENT FOR THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.
DATED THIS 29TH DAY OF JULY 1996.


ED JONES



STATE OF FLORIDA
COUNTY OF SEMINOLE

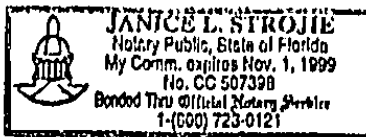
BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED
ED JONES KNOWN TO ME TO BE THE INDIVIDUAL DESCRIBED IN AND WHO
EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED
THAT HE SUBSCRIBED THE SAME INSTRUMENT FOR THE USES AND PURPOSES SET
FORTH HEREIN.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE LAST
AFORESAID THIS 29TH DAY OF JULY, 1996.

Janice L. Strojie

NOTARY PUBLIC STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MS