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BRIAN R. LOE

Attorney at Law

3074 West Lake Mary Boulevard, #136
Lake Mary, Florida 32746
(407) 323-6128

May 5, 1997

FILED
SECRETARY OF STATE
JANUARY 10 1998
97 MAY -9 AM 10:17

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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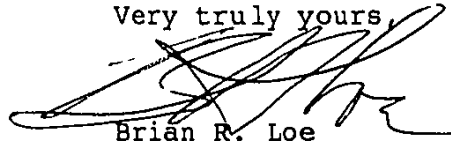
TO WHOM IT MAY CONCERN;

Enclosed are the Articles of Incorporation for ACTION CAMERA RENTALS, INC., and the Certificate of Registered Agent. I will need a certificate of status for this corporation. I have enclosed a check for Seventy Eight Dollars and Fifty Cents (\$78.50) drawn upon my trust account payable to the Secretary of State in payment of your fee for filing the articles, filing the designation and, a certificate of status.

Do not hesitate to make a collect phone call to me if everything is not in order.

Thank you for your attention to this matter.

Very truly yours,



Brian R. Loe

BRL:McC

Enclosures: Check, Art. of Inc. &
Cert. of Registered Agent

RP
S-13 97

- ARTICLES OF INCORPORATION -
for
-ACTION CAMERA RENTALS, INC.-

FILED
SECRETARY OF STATE
VISION OF CORPORATIONS

97 MAY -9 AM 10:17

In compliance with the requirements of F.S. Chapter 607, the undersigned, RICHARD HAMMERL, being a natural person, does hereby act as an Incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business Corporation.

ARTICLE I

The name of the Corporation is **ACTION CAMERA RENTALS, INC.**

ARTICLE II

The existence of the Corporation shall begin upon the filing and acceptance of these articles by the Secretary of State of the sovereign State of Florida.

ARTICLE III

The mailing address of the Corporation is 2107 North Park Avenue, Suite 100 Winter Park Florida 32789. The principal office of the corporation is also 2107 North Park Avenue, Suite 100 Winter Park, Florida 32789.

ARTICLE IV

The maximum number of shares of stock that this company is authorized to issue and have outstanding at any one time is One Thousand (1000) shares of voting common stock having no par value. Transfer of any share of this class of stock, whether by sale, barter, gift, devise, bequest or otherwise, is subject to a right of first refusal of the Corporation and the other shareholders of said class of stock. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one (1) vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 3074 West Lake Mary Blvd., Lake Mary, Florida 32746. The initial registered agent for the Corporation at that address is BRIAN R. LOE. The board of directors may move the registered office and change the registered agent from time to time as it deems appropriate.

ARTICLE VI

The Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to

time by the by-laws adopted by the shareholders but shall never be less than one.

ARTICLE VII

The name and address of the person signing these articles as Incorporator is RICHARD HAMMERL, 5615 Paseo Place, Sanford FL 32771.

ARTICLE VIII

The names of the initial directors of this Corporation and their addresses are:

RICHARD HAMMERL
5615 Paseo Place
Sanford FL 32771

ANTHONY MALONE
1915 North Street
Longwood FL 32750

MARTIN SMITH
6 Dorset Ct.
E. Brunswick NJ 08816

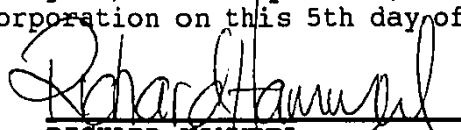
ARTICLE IX

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE X

These articles may be amended as provided by Florida Law. Additionally, these articles may be amended by a written statement signed by all of the directors and all of the shareholders manifesting their intent that a certain amendment of these articles be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 5th day of May, 1997.



RICHARD HAMMERL
Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public, personally appeared RICHARD HAMMERL, who provided identification in the form of Florida Drivers License H564759551730, signed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 5th day of May, 1997.



CAROLYN J MCCARTHY
My Commission CC303101
Expires Jul. 27, 1997
Bonded by HAI
800-422-1555


NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT WITHIN THIS STATE**

ACTION CAMERA RENTALS, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Seminole County, Florida has named BRIAN R. LOE as its agent to accept service of process within this state at a registered office address of 3074 West Lake Mary Blvd., #136, Lake Mary, Florida 32746.

By: Richard Hammel

5/5/97
DATED

ACKNOWLEDGMENT

Having been named to accept service of process for ACTION CAMERA RENTALS, 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).

By: [Signature]
BRIAN R. LOE

5/5/97
DATED

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DIVISION OF CORPORATIONS
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