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December 31, 1997

SECRETARY OF STATE
Department of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-01/05/98--01065--005
*****70.00 *****70.00

Re: National Association of Photoshop Professionals, Inc.
Our File Number: 7-154-D

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, **NATIONAL ASSOCIATION OF PHOTOSHOP PROFESSIONALS, INC.**

Also enclosed is a check in the amount of \$70.00 to cover the various fees. If you find that everything is in order, please file the Articles of Incorporation and return a copy of the Articles to this office.

If you have any questions, please contact our office. Thank you for your time and attention to this matter.

Best Regards,

ARTHUR D. DECKELMAN, P.A.
& ASSOCIATES

Gloria J. Holz
Gloria J. Holz
Legal Assistant to
Arthur D. Deckelman, Esq.

/gjh
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -5 PM 12:22

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**ARTICLES OF INCORPORATION
OF**

NATIONAL ASSOCIATION OF PHOTOSHOP PROFESSIONALS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, 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. NAME

The name of the corporation ("Corporation") shall be:

NATIONAL ASSOCIATION OF PHOTOSHOP PROFESSIONALS, INC.

The street address of the principal office of the Corporation shall be 2194 Main Street, Suite K., Dunedin, Florida 34698, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares, having \$1.00 par value per share. 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 IV. REGISTERED AGENT

The initial street address of the Corporation's registered office is 2194 Main Street, Suite K., Dunedin, Florida 34698. The

initial registered agent for the Corporation at that address is
SCOTT G. KELBY.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The initial board of directors shall consist of four members initially. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
SCOTT G. KELBY Director	711 Wildflower Drive Palm Harbor, FL 34683
KALEBRA L. KELBY Director	711 Wildflower Drive Palm Harbor, FL 34683
JEAN KENDRA Director	13432 Andova Drive Largo, FL 33774
JAMES WORKMAN Director	13432 Andova Drive Largo, FL 33774

ARTICLE VII. INCORPORATORS

The names and street addresses of the incorporators to these articles of incorporation are:

Name	Address
SCOTT G. KELBY Director	711 Wildflower Drive Palm Harbor, FL 34683

JAMES WORKMAN
Director

13432 Andova Drive
Largo, FL 33774

KALEBRA L. KELBY
Director

711 Wildflower Drive
Palm Harbor, FL 34683

JEAN KENDRA
Director

13432 Andova Drive
Largo, FL 33774

ARTICLE VIII. INITIAL OFFICERS

The name of the initial officers of this Corporation and their street addresses are:

Name	Address
SCOTT G. KELBY President	711 Wildflower Drive Palm Harbor, FL 34683
JAMES WORKMAN Vice-President	13432 Andova Drive Largo, FL 33774
KALEBRA L. KELBY Secretary	711 Wildflower Drive Palm Harbor, FL 34683
JEAN KENDRA Treasurer	13432 Andova Drive Largo, FL 33774

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. INDEMNIFICATION

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

Name: SCOTT G. / KELBY

Name: JAMES WORKMAN

Name: KALEBRA KELBY

Name: JEAN KENDRA

BEFORE ME, personally appeared SCOTT G. KELBY, JAMES WORKMAN, KALEBRA KELBY, JEAN KENDRA, to me known, or who presented Drivers Licenses as identification, who after being duly sworn, acknowledged that they have read the foregoing ARTICLES OF INCORPORATION, and that they subscribed to these ARTICLES OF INCORPORATION on the 5th day of December, 1997.

[SEAL]

Notary Public

Name:

My Commission Expires:



Patricia F. Herdlitchka
MY COMMISSION # CC607297 EXPIRES
--- February 10, 2001
--- BONDED THRU TROY FAIR INSURANCE, INC.

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DIVISION OF CORPORATIONS
98 JAN -5 PM 12:22

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE NAMING AGENT FOR UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, NATIONAL ASSOCIATION OF PHOTOSHOP PROFESSIONALS, INC., desiring to organize under the laws of the State of Florida, with its principal office as 2194 Main Street, Suite K., Dunedin, Florida 34698, County of Pinellas, State of Florida, wishes SCOTT G. KELBY, as its agent, to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office, and state that I am familiar with and accept the obligations of that position pursuant to Florida Statutes 607.0501(3).



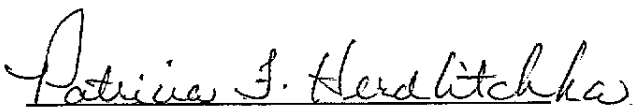
SCOTT G. KELBY

STATE OF FLORIDA :
 : SS
COUNTY OF PINELLAS :

BEFORE ME, the undersigned officer, personally appeared SCOTT G. KELBY, known to me to be the person whose name is subscribed to the instrument within and acknowledged that he executed same for the purposes contained therein.

WITNESS my hand and official seal in the County and State named above this 5th day of December, 1997.

Patricia F. Herditchka
COMMISSION # CC607297 EXPIRES
February 10, 2001
MAINTAINED THRU TROY FAIR INSURANCE, INC.



Notary Public
My commission expires: