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DAVID F. WILSEY

STEVEN M. WILSEY
Also Certified
Public Accountant

ROBERT W. FISHER
Of Counsel

February 6, 1998

Florida Department of State
Division of Corporations - New Filings
P. O. Box 6327
Tallahassee, FL 32314

600002430366--5
-02/13/98--01083--004
****122.50 ****122.50

Re: Sea Spray Photographics, Inc.
Articles of Incorporation

Dear Sir or Madam:

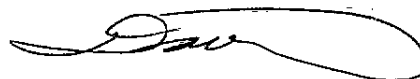
Enclosed are the Articles of Incorporation of the above-referenced corporation,
along with our firm's check in the amount of \$122.50 for the corporate filing fees as follows:

Profit corporation filing fee	\$35.00
Registered Agent Designation	35.00
Certified copy	<u>\$52.50</u>
	\$122.50

After the filing of these Articles of Incorporation, please return a certified copy to me
for delivery to my client.

Thank you for your assistance.

Sincerely,



DAVID F. WILSEY

Dmp
2/16/98

DFW:paf
Enclosures

\\1998\corporations\Schultz,Lori\sec.state.ltr.seaspray

FILED
98 FEB 13 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
2-9-98

FILED

98 FEB 13 AM 8:30

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

SEA SPRAY PHOTOGRAPHICS, INC.

EFFECTIVE DATE

2-9-98

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be SEA SPRAY PHOTOGRAPHICS, INC., and it shall have perpetual existence.

ARTICLE II

The general nature of the business of the corporation is to engage in the transaction of any and all lawful business for which corporations may be incorporated under Florida Statute 607.

ARTICLE III

The authorized capital stock of the corporation shall be of one class of voting stock consisting of 100 shares of common stock of a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be the sum of \$100.00.

ARTICLE V

The designated registered office of the corporation shall be 4747 Neptune Drive SE, St. Petersburg, Florida 33705. The registered agent of the corporation shall be LORI A. SCHULTZ. The principal office and mailing address of the corporation is 4747 Neptune Drive SE, St. Petersburg, Florida 33705.

ARTICLE VI

The number of Directors of the corporation shall be one (1) in number, which may be increased or decreased by vote of the stockholders but shall never be less than one (1) nor more than seven (7). The subscriber of the corporation, and the Directors and Officers, as set forth by their respective names, for the first year of the corporation's existence or until their successors are elected or appointed and qualified are as follows:

OFFICE

NAME

President

LORI A. SCHULTZ
4747 Neptune Drive SE
St. Petersburg, FL 33705

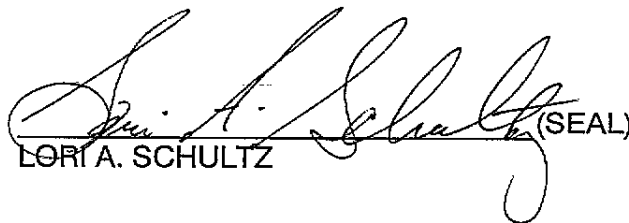
ARTICLE VII

The corporate existence shall commence as of the date of subscription and acknowledgment of these Articles of Incorporation if these Articles are filed with the Secretary of State of Florida within five (5) days of such date (exclusive of legal holidays) or if not so filed, then on the date same are filed.

PREEMPTIVE RIGHTS

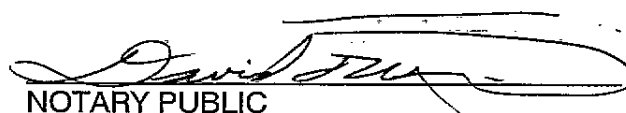
Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

 (SEAL)
LORI A. SCHULTZ

STATE OF FLORIDA:
COUNTY OF PINELLAS:

The foregoing instrument was acknowledged before me this 9th day of February, 1998, by LORI A. SCHULTZ, who is personally known to me, or who presented as identification.


NOTARY PUBLIC



FILED

98 FEB 13 AM 8:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

First: That SEA SPRAY PHOTOGRAPHICS, INC., desiring to organize under the laws of the State of Florida with its principal office and designated registered office, as indicated in the Articles of Incorporation, at St. Petersburg, Pinellas County, State of Florida, has named LORI A. SCHULTZ as its agent to accept service of process within this State.

SEA SPRAY PHOTOGRAPHICS, INC.

By: 

LORI A. SCHULTZ, President

ACKNOWLEDGMENT:

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 to comply with the provision of said Act relative to keeping open said office.

By: 

LORNA. SCHULTZ