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Look At Merchaetos
701 1st Avenue North
St. Petersburg, FL 33701

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW-FILINGS	AME
Profit	Amend
NonProfit	Resign
Limited Liability	Change
Domestication	Dissolu
Other	Merger

AMENDMENTS
Amendment
Resignation of R.A., Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

OTHER FILINGS
Annual Report
Fictitious Name
 Name Reservation

REGISTRATION/- QUALIFICATION
 Foreign
Limited Partnership
Reinstatement
Trademark
Other

SECRETARY OF STATE ONS DIVISION OF CORPORATIONS 98 FEB 16 AM 8:44

Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned incorporators for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

LOOK AT ME STUDIOS, INC.

ARTICLE II

SHARES

The original place of business and mailing address of this Corporation shall be:

701 1st Avenue North St. Petersburg, Florida 33701

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 Common Par Value \$1.00 Per

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Bonnie L. Kriebel 701 1st Avenue North St. Petersburg, FL 33701

ARTICLE V INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Bonnie L. Kriebel 600 40th Street North #116 600 40th Street North #116 St. Petersburg, FL 33713 St. Petersburg, FL 33713

Patrick Kriebel

The undersigned incorporators have executed these Articles of Incorporation this 13th day of February, 1998.

SIGNATURE

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the corporation is

 LOOK AT ME STUDIOS, INC.
- 2. The name and address of the registered agent and office is:

Bonnie L. Kriebel

701 1st Avenue North

St. Petersburg, FL 33701

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(SIGNATURE)

(DATED)

SECRETARY OF STATE STORE STATE STATE