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E. THOMAS FISHER, JR.  
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June 2, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

800002547248--3  
-05/04/98--01037--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

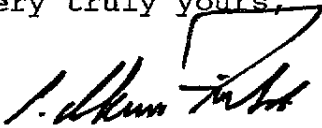
Re: Articles of Incorporation for Light in Living Color  
Studios, Inc.

Dear Sir:

I am transmitting herewith proposed Articles of Incorporation of  
Light in Living Color Studios, Inc. Also enclosed is check  
payable to your order in the amount of \$70.00 for the filing  
fee.

Thanking you for your cooperation, I am

Very truly yours,

  
E. THOMAS FISHER, JR.

Enclosures

FILED  
98 JUN -4 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSEY JUN 8 1998

ARTICLES OF INCORPORATION  
OF  
LIGHT IN LIVING COLOR STUDIOS, INC.

FILED  
98 JUN -4 PM 3:43  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

The undersigned incorporators hereby execute and acknowledge 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 Light in Living Color Studios, Inc.

Article II

The address of the principal office shall be 485 Rafael Blvd. N.E., St. Petersburg, Florida 33704 and the mailing address of the corporation shall be the same.

Article III

The number of shares the corporation is authorized to issue is Five Hundred (500), of one class of voting common stock having a par value of \$1.00 per share.

Article IV

The street address of the corporation's initial registered office is 485 Rafael Blvd. N.E., St. Petersburg, Florida 33704 and the name of its initial registered agent at that office is

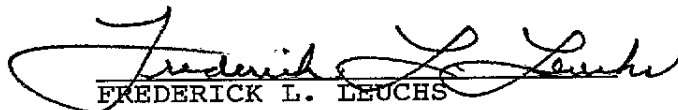
Page - 2 Article of Incorporation  
Light in Living Color Studios, Inc.

Frederick L. Leuchs, the registered agent's written acceptance  
being attached hereto.

Article V

The name and address of each incorporator are as follows:

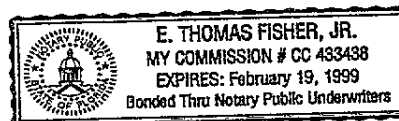
Federick L. Leuchs  
485 Rafael Blvd. N.E.  
St. Petersburg, Florida 33704

  
FREDERICK L. LEUCHS  
485 Rafael Blvd. N.E.  
St. Petersburg, Florida 33704  
Date signed: June 2, 1998

STATE OF FLORIDA:  
COUNTY OF PINELLAS:

The foregoing instrument was acknowledged before me this  
2nd day of June, 1998, by Frederick L. Leuchs,  
who produced \_\_\_\_\_ as identification or  
if blank, who is personally known to me.

  
NOTARY PUBLIC



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Light in Living Color Studios, Inc.

ACKNOWLEDGEMENT:

Having been named as registered agent of Light in Living Color Studios, Inc., I hereby agree to act in this capacity, and to comply with the provision of said Florida law to keeping open the registered office. I am familiar with and accept the obligations of resident agent.

  
FREDERICK L. LEUCHS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA