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Seminole
September 24, 1998

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

SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 28 5 08 PM '98

Re: School Images, Inc.

900002650409--3
-09/28/98--01111--011
****122.50 ****122.50

Dear Sir or Madam:

Enclosed herewith you will please find an original and one copy of the Articles of Incorporation for School Images, Inc., together with my check in the amount of \$122.50 representing your fee for filing of same.

Upon filing of same, please return a copy to my office in the self addressed stamped envelope which has been herewith provided for your convenience.

Thanking you in advance for your anticipated cooperation, I am,

Very truly yours,

s/ Richard P. Caton

Richard P. Caton
Signed in his absence to avoid delay

RPC/amw
enclosures

D. BROWN SEP 29 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 28 PM 12:27

ARTICLES OF INCORPORATION

OF

SCHOOL IMAGES, INC.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is SCHOOL IMAGES, INC. and its principal office address is: 3491 - 62nd Avenue North, Suite 9, Pinellas Park, Florida, 33781; and its mailing address is Post Office Box 3260, Seminole, Florida, 33775.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3491 62nd Avenue North, Suite 9, Pinellas Park, Florida, 33781, and the name of the initial registered agent is DIANE C. DASSETT.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 1 director. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
DIANE C. DASSETT	3491 62 nd Avenue Suite 9 Pinellas Park, Florida 33781

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
DIANE C. DASSETT	3491 62 nd Avenue Suite 9 Pinellas Park, Florida 33781

ARTICLE 8: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

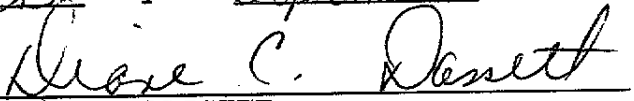
ARTICLE 9: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 10: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23 day of September, 1998.



DIANE C. DASSETT
"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 23 day of September, 1998.

Diane C. Dasset

DIANE C. DASSETT, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 28 PM 12:28