

TRANSMITTAL LETTER

P98000091004

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

900002672189--5
-10/26/98-01068-004
*****78.75 *****78.75

SUBJECT: Hold that Pose, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75.

FROM: John Barone
727-581-2289
12576 115th Street North
Largo, FL 33778

FILED
98 OCT 26 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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10-26-98
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

***ARTICLES OF INCORPORATION
of
HOLD THAT POSE, INC.***

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is Hold that Pose, Inc..
Pinellas County
12576 115th Street North
Largo, FL 33778

**ARTICLE II
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

John Barone
12576 115th Street North
Pinellas County
Largo, FL 33778

ARTICLE IV PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE V DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

John Barone
12576 115th Street North
Largo, FL 33778

Robert G. Cooper
12576 115th Street North
Largo, FL 33778

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VII
OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Certification


I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

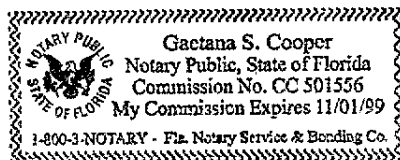


John Barone, Incorporator
12576 115th Street North
Largo, FL 33778

State of Florida, County of Pinellas, ss:

Subscribed and sworn to (or affirmed) before me this 23 day of Oct, 1998.


Notary Public



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98 OCT 26 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATION OF DESIGNATION
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 agent, in the state of Florida.

The name and address of the registered agent and office is:

John Barone
12576 115th Street North
Largo, FL 33778

Signature:

John Barone U.P.

Title ~~Vice~~ President

Date

10-22-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 26 PM 2:55

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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 :

John Barone

Date

10-22-98