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Edward L. Young, Jr.
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April 29, 1999

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

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-05/03/99--01120--002
*****78.75 *****78.75

Re: Corporation: MarketPicture.com, Inc.

Dear Sir/Madam:

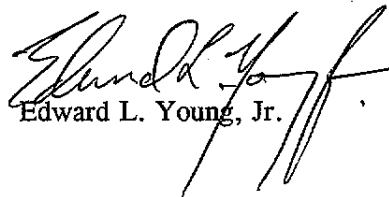
Enclosed please find the following:

1. One original and a copy of the Articles of Incorporation for the above referenced corporation.
2. A check in the amount of \$78.75 made payable to the Secretary of State to cover the appropriate filing fees.

Please file the Articles of Incorporation and return your Certificate of Incorporation and a certified copy of the Articles of Incorporation to me at the above address.

If you have any questions or problems, please contact me. Thank you in advance for your cooperation.

Sincerely,


Edward L. Young, Jr.

Enclosures

SHARON

MAY 7 - 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MarketPicture.com, Inc.**

ARTICLE I - NAME

The name of this Corporation is: MarketPicture.com, Inc.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated "Common Shares". Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - PRINCIPAL OFFICE

The principal office or mailing address of the Corporation is:

207 50th Street NW
Bradenton, Florida 34209

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

A. The street address of the initial registered office of this Corporation is:

207 50th Street NW
Bradenton, Florida 34209

B. The name of the initial Registered Agent of this Corporation at such address is:

Patrick O. Shea

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial Director of this Corporation is:

Patrick O. Shea
207 50th Street NW
Bradenton, Florida 34209

ARTICLE VIII - INCORPORATOR

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

Edward L. Young, Jr.
Attorney at Law
1218 Lornewood Drive
Valrico, Florida 33594

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the Shareholders of the stock sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of Shareholders may be called by the President, the Secretary, a majority of the Shareholders, the Board of Directors of this Corporation or a designee of any of the same.

ARTICLE XI - REMOVAL OF DIRECTORS

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

ARTICLE XII - INTERESTED DIRECTORS CONTRACTS

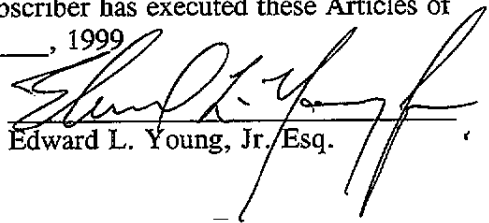
No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

- a. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
- b. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- c. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the Shareholders.

ARTICLE XIII - EXTRAORDINARY ACTION

The affirmative vote of fifty percent (50%) plus one of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these Articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of April, 1999


Edward L. Young, Jr., Esq.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

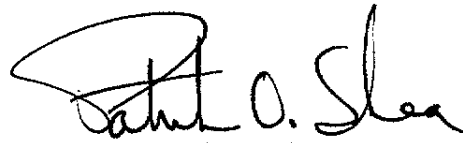
THE FOREGOING INSTRUMENT was acknowledged before me this 28 day of April, 1999 by Edward L. Young, Jr., who has produced PCMC 9520232554610 as identification.


Notary Public

OFFICIAL NOTARY SEAL
DEBORAH M HOPKINS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC709816
MY COMMISSION EXP. FEB. 14, 2002

ACKNOWLEDGEMENT OF RESIDENT AGENT

Having been named to accept service of process for MARKETPICTURE.COM, INC. at the Place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the Provisions of Section 48.04, Florida Statutes, relative to keeping open said office.


Patrick O. Shea

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99 MAY -3 PM 5:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA