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July 7, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

8000002926928-1
-07/09/99-01026-011
*****78.75 *****78.75

Re: Articles of Incorporation of A GLIMPSE, INC.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation and Certificate of Designation - Registered Agent/Registered Office to be filed with the Secretary of State. A self addressed stamped envelope is enclosed for the return of the certified copy of the Articles.

Please do not hesitate to contact our office if you have any questions.

Sincerely,

Pat Weaver

Patricia Weaver
Legal Assistant to
Stephen P. Coleman

/pw
cc: Client

FILED
99 JUL -9 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
A GLIMPSE, INC.

FILED
99 JUL -9 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is: A GLIMPSE, INC..

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The Registered Agent and the street address of the principal office of this Corporation in the State of Florida shall be:

Registered Agent:
Daryn Gary Kinney

Street Address:
1831 Oak Forest Drive, Clearwater, FL 33759

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

This Corporation shall have 3 director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

The names of the initial directors of this Corporation and their street addresses are:

Daryn Gary Kinney
311 6th Street N., Safety Harbor, FL 34695

Robert Thomas Spurr
1831 Oak Forest Drive, Clearwater, FL 33759

Teresa Barrett Spurr
1831 Oak Forest Drive, Clearwater, FL 33759

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

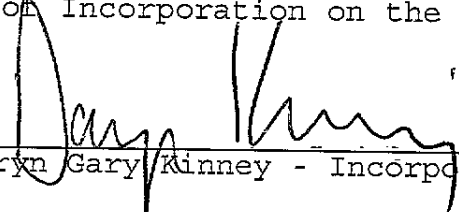
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Daryn Gary Kinney
311 6th Street N., Safety Harbor, FL 34695

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

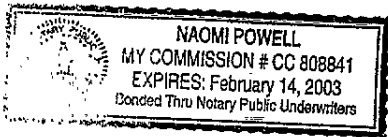
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 31 day of MAY, 1999.


Daryn Gary Kinney - Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared Daryn Gary Kinney, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on the 31st day of May, 1999.



Naomi Powell
Signature of Notary Public -
State of Florida

Naomi Powell
Print, Type or Stamp Commissioned
Name of Notary Public

Personally known to me ✓ OR Produced Identification _____

Type of Identification Produced _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
99 JUL -9 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, 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:

A GLIMPSE, INC.

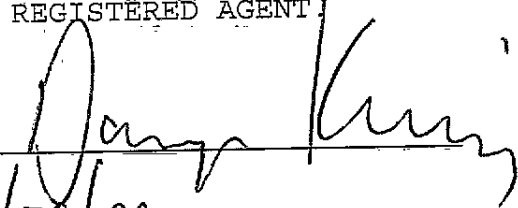
2. The name and address of the registered agent and office is:

Daryn Gary Kinney
1831 Oakfield Forrest Drive
Clearwater, FL 33759

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 _____

DATE _____


5/30/99