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Gregg G. Heckley
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August 10, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

600002965386-6
-08/20/99-01046-003
*****70.00 *****70.00

Re: INSPIRATIONAL ART PRODUCTS, INC.
Articles of Incorporation

Dear Sir or Madam:

Enclosed are several copies of the Articles of Incorporation for the above corporation. Please file one copy with your records and return the other copies to me stamped "SECRETARY OF STATE TALLAHASSEE, FLORIDA FILED (DATE)."

Also enclosed is a check in the amount of \$70.00 in payment for the filing fee to incorporate this corporation. If you have any questions, please do not hesitate to call.

Very Truly Yours,



Gregg G. Heckley, Esquire

GREGG G. HECKLEY
ATTORNEY AT LAW
BOARD CERTIFIED WILLS, TRUSTS & ESTATES LAWYER
C.P.A.

(813) 935-7504 OFFICE
(813) 962-8092 RESIDENCE
(813) 935-5183 FAX

WASHINGTON SQUARE SUITE 100
2529 W. BUSCH BLVD.
TAMPA, FLORIDA 33618

99 AUG 20 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

CB
8-25-99
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ARTICLES OF INCORPORATION
OF

INSPIRATIONAL ART PRODUCTS, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The Corporation name is INSPIRATIONAL ART PRODUCTS, INC.

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares of which the Corporation has authority to issue is 10,000, all of which shall be common shares with a par value of one dollar (\$1.00) per share.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE SIX

REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation is 3413 Valley Ranch Road, Lutz, Florida 33549, and the initial Registered Agent at such address is JOHN OTTERNESS.

ARTICLE SEVEN

DIRECTORS

7.01. The initial Board of Directors of the Corporation shall consist of two (2) directors.

7.02. The names and addresses of the first Board of Directors are:

NAME	ADDRESS
JOHN OTTERNESS	3413 Valley Ranch Road Lutz, Florida 33549
DIANA OTTERNESS	3413 Valley Ranch Road Lutz, Florida 33549

ARTICLE EIGHT

PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and mailing address is 3413 Valley Ranch Road, Lutz, Florida 33549.

ARTICLE NINE

INCORPORATORS

The name and address of the incorporator is:

NAME	ADDRESS
JOHN OTTERNESS	3413 Valley Ranch Road Lutz, Florida 33549

IN WITNESS WHEREOF, I have subscribed my name on this 10th day of August, 1999.


JOHN OTTERNESS
Incorporator

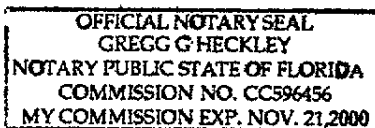
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 10th day of August, 1999, before me a notary public authorized in the State and County above named to take acknowledgments, personally appeared JOHN OTTERNESS, personally known to me to be the person described in or who produced a driver's license as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation and he did not take an oath.


Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

3413 Valley Ranch Road

Lutz, Florida 33549

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


JOHN OTTERNESS

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SECRETARY OF STATE
TALLAHASSEE FLORIDA