Paint and Pictures

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Published on Lush Stories on 30 Sep 2012

Dave visits his friend May to show off his new camera.

http://www.lushstories.com/stories/lesbian/paint-and-pictures.aspx

Dave parked his car, grabbed his camera, and strode eagerly to the house. He only paused to turn the handle before he walked through the front door. Dave had been here many times before, and was well aware of May's open door policy. She was more likely to tear you apart for knocking and making her answer, than if you just walked in like you owned the place.

Walking through the door Dave found the living room empty, but heard the soft sound of music playing from a room down the hall.

"May! Are you around? You've got to see the camera I just bought," Dave called as he walked toward the music. The door to May's studio was open, and just as Dave was about to launch into an explanation of all the features of his new Canon EOS digital SLR camera-the first SLR camera he had ever owned- what he saw made him stop.

There stood May, in her usual paint outfit, a pair of short shorts, and a white, paint-splattered, almost see through t-shirt. Usually that was enough to make Dave take notice, but today, his pleasure was heightened even further. On a bed in front of May was the beautiful naked form of May's best friend Hannah. Dave took in the sight of May, swaying to the sound of Zero 7's "Distractions" as her brush seemed to caress Hannah's curves as they came to life on her canvas. He studied the contrast of Hannah's stereotypically lithe Chinese frame, and May's more curvaceous form.

Dave didn't like to admit it, but he had always had a crush on May. She was exotic looking. No one could ever really say for sure what her background was, but they all agreed she was beautiful. And on top of her looks, she was flirtatious, completely comfortable in her own skin, intelligent, and creative. They had met in college during an introductory photography class. May was taking it to round out her arts degree while Dave was taking it as an elective. He was destined for a career in finance, but soon found he enjoyed photography, and was constantly bouncing ideas off May for their in class projects as their friendship formed.

He watched as her round, firm, ass strained against her tight shorts while she leaned forward to

apply another brush stroke. Dave noticed May's nipples straining against her thin shirt. He smiled at her arousal, and realized that his own was slowly starting to climb. The sight was so erotic, Hannah laid bare for May to immortalize as she saw fit. Dave shifted his weight in the doorway, and almost dropped his camera. The noise made May turn her head towards him.

"Hey!" she smiled at him, before turning back to her muse.

Taking that as permission to stay, Dave realized that he could do more than just watch. He pulled the camera to his face, and studied the image on the screen. He focused on May and her canvas, but made sure to angle his camera to include the lounging Hannah as well. Snapping the picture, he quickly refocused, zooming in tightly on just the artist and her work. He kept snapping pictures, changing his focus from Hannah, to May, to the painting, and mixing in wide shots of the entire scene.

Dave began to notice that May seemed to be playing it up for the camera a little. She would stick her ass out, or turn so he could catch the hint of an erect nipple against her thin t-shirt. Taking a chance, Dave suggested she take off her shirt and paint topless.

"Ooohh, that would be so sexy!" Hannah chimed in from her posed position.

May turned to her friend, and stuck her tongue out at her in reaction to being sold out. The act was so cute, it made Dave's cock twitch in his pants. He held his breath in anticipation, which turned to excitement as May slowly, seductively, pulled the t-shirt over her head.

Forgetting his camera for a moment, Dave just stared at what just might be the sexiest breasts he had ever seen.

"You just gonna stare, or are you going to take more pictures?" she teased before turning back to her painting. The distraction at least partially removed, Dave resumed taking pictures, moving around to focus as much as possible on the topless beauty before him. Circling back around, Dave noticed that May was just finishing up her painting.

"When you're finished there, why don't you go join Hannah on the bed, and I'll keep taking pictures?" he suggested.

"Ok!" May giggled. "I just need to touch up her hair with a little more of a brown tone."

She made couple strokes, pursed her lips as she examined her work, smiled, and sauntered her way to join Hannah on the bed.

Dave made sure to get a couple shots of May’s approach. Hannah rolled to her back and opened her arms, inviting May to join her. With a look of pure lust in her eyes, May climbed on top of the bed and knelt over Hannah’s exposed body. The camera clicked to capture her predatory look as she lowered her lips to meet Hannah’s in a passionate kiss. More clicks followed as the kiss grew in intensity.

The friends paused to catch their breath before May slowly kissed her way down to Hannah’s breasts. Each little kiss on her chest was captured by Dave who circled the bed seeking the best angle to record the seduction. Dave zoomed in and was rewarded with an exquisite shot of May’s lips as they circled Hannah’s left nipple. Hannah’s back arched with May’s subtle use of teeth on her breast causing Dave to switch his focus to capture the pleasure in her face before zooming out and taking a picture of the entire scene once again.

As May switched her attention to Hannah’s right breast the girls seemed to forget Dave was even there. Feeling as though he was being given a look behind closed doors, Dave did not want to ruin this mystical moment. He took a step back, and trusted the zoom of his camera to give him the close ups he needed.

May’s lips drifted lower, over Hannah’s tight stomach, and approached her visibly wet pussy. May paused, looking in Hannah’s eyes with a purely mischievous look. She kissed Hannah’s right thigh, then left, ran her tongue just barely grazing the edge of Hannah’s pussy lips before breathing hot air on her clit.

“Fuck you bitch, quit toying with me!” gasped Hannah in obvious heat.

“Ooohhhh,” she moaned as May listened, sucking Hannah’s clit deep in her mouth and sliding two delicate fingers into her waiting pussy. Hannah’s hips bucked with the penetration, driving her clit deeper into May’s mouth.

Dave’s camera zoomed in to tightly capture the tortured look of ecstasy on Hannah’s face as May continued to drive her fingers in and out of her excited cunt. Hannah’s head tilted back, her eyes closed, and her mouth opened as if fighting for one last breath which could push her over the edge.

The look was too much for Dave. He had to set the camera down so he could slide his jeans down and give just a little more freedom to his uncomfortably constricted cock. Picking up the camera again, he resumed shooting, now clad in only his boxers and a tight fitting t-shirt.

Still fascinated with the look of ecstasy on Hannah’s face, he focused there again, just in time to capture her reaction to May sliding her tongue down to Hannah’s tight little ass. Hannah’s mouth

opened, and eyes clenched as May’s thumb rubbed back and forth on Hannah’s wet, saliva covered clit while she slid her tongue into Hannah’s puckered rosebud.

“Ohhh. Fuuucckk,” Hannah moaned, “I’m so close.”

May stopped for a second causing both Hannah and Dave to hold their breath in anticipation. She pushed her pussy slicked finger into Hannah’s waiting ass and sucked really hard on Hannah’s clit, pushing her over the edge, and causing her hips to buck up into May’s mouth.

David couldn’t help but be impressed with how well May kept her mouth attached to Hannah’s clit. Looking at his pictures after the fact Dave swore that Hannah’s ass had lifted almost a foot off the bed, during some of her thrusts, and yet May’s mouth stayed right over Hannah’s clit, her tongue swirling over the little nub.

Hannah’s breathing slowly calmed, and she opened her eyes with a smile.

“That was fucking incredible! Did you get some good shots Dave? May, get up here, I’m going to do you now!” She said not even waiting for Dave to answer.

May crawled back up on the bed, kissing Hannah’s lips before Hannah spun her onto her back, and began hungrily kissing her way down to May’s beautiful boobs. It had been said that May was naturally given the kind of boobs women spent thousands of dollars for; and it was clear from her actions that Hannah appreciated them just as much as Dave did.

Hannah’s tongue circled May’s proud left nipple, making May moan in pleasure. Dave wanted to take a picture of her facial expressions as well, but decided to wait, as the sight of Hannah’s tongue extending to circle May’s nipple was too much to resist. Looking back he would be very happy with his choice as Dave managed to get a close up of May’s boob just as Hannah’s tongue touched her aroused nipple. Dave continued to take pictures as Hannah urgently sucked May’s nipple into her mouth. She seemed to pull May’s entire boob away from May’s body with the force of her attention.

Finally Hannah relented, and switched to the right nipple. This nipple was harder for Dave to get a good angle on, so he decided that this would be a good time to focus on May’s orgasmic facial expressions. Hannah went through the same motions on the right nipple as she had done with the left, until she noticed Dave’s focus on May’s face. Her lips twitched in a naughty smile as she continued to pull at May’s nipples, then just as she has pulled them to their limit, she clamped her teeth down, causing May to yelp in surprise.

“Damn that felt good!” May moaned, obviously turned on by the rougher treatment. Not wanting to

give into her just yet, Hannah just smiled, and began to run her tongue towards May’s tight white shorts.

Hannah’s tiny fingers worked to undo the button of the shorts before unzipping them and urging May to lift her hips and allow the shorts to be pulled off. Hannah pulled on the shorts, backing off the bed as she worked them down May’s legs. Dave sucked his breath in hard both at the realization that May hadn’t been wearing any panties, and at the sight of May’s perfectly smooth, absolutely beautiful pussy.

His camera clicked as he captured a vision he never wanted to forget, just before Hannah’s mouth lowered to give her a quick kiss and obscure his view. Dave watched in mild confusion as Hannah stood up and left her friend lying on the bed. He kept taking pictures, tracking her path around the bed to the dresser next to it. Curious what she was up to, Dave zoomed the camera in on the top drawer as Hannah pulled on it, reached inside, and with a grin on her face pulled out a slightly larger than average dildo.

"How did she know about that?" Dave wondered as he watched Hannah head back to the foot of the bed. “I’ll have to remember to ask for the story behind that later.”

Now Dave refocused the camera on the space between May’s legs, taking pictures of Hannah as she ran the dildo along May’s wet slit, getting it nicely wet with May’s natural lubrication.

Every time Hannah pulled it away from her, May braced in anticipation of the expected penetration, only to groan in frustration as Hannah once again chose to play along her folds without penetrating her waiting pussy. Finally, when May could not take it anymore, Hannah slid the head of the dildo inside. And paused again.

“Stop toying with me and just fuck me bi-iiii...!” May’s curse died on her lips as Hannah drove the remaining 6 inches deep inside her. Now Hannah did not stop. She thrust the cock in and out, in and out, in and out of her friend, all the while using her tongue to tease May’s clit.

Finally, as she sensed May’s arousal reaching its peak, Hannah sucked May’s clit deep into her mouth and drove the dildo hard and deep into May’s pussy, holding it there as May’s orgasm overtook her.

Dave watched through his camera, still taking pictures as May caught her breath and Hannah removed the dildo, cleaning it with her mouth. Dave’s own desire was reaching unbearable levels, but not wanting to miss anything, he decided to set the camera on a nearby table and switch his camera to video mode.

He leaned down to check that the camera captured the entire bed, and as he looked through the view finder he noticed May’s eyes on him. She licked her lips at the sight of his rigid cock, hidden only by the thin fabric of his boxers. Then she hooked her finger and called him to her.

Dave pressed record on the camera, straightened up, and walked towards the bed.