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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Photography and Design, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Andrew Sagartz, Esq.
(Name of Person)

Law Offices of Andrew Sagartz, LLC
(Firm/Company)

1880 W. Winchester Road, Ste. 206
(Address)

Libertyville, Illinois 60048
(City/State and Zip code)

For further information concerning this matter, please call:

Andrew Sagartz, Esq. at (847) 996-0888
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Photography and Design, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Illinois

(State or country under the law of which it is incorporated)

3. 52-1063425

(FEI number, if applicable)

4. 05/24/2004

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1422 Sunflower Ct.

(Principal office address)

Grayslake, Illinois 60030

(Current mailing address)

8. The transaction of any or all lawful businesses for which corporations may be incorporated under the Illinois Business Corporation Act, including Private

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(City) (Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Lauren Froman

(Registered agent's signature)

Lauren Froman
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Leigh H. Wachter

Address: 1422 Sunflower Ct.

Grayslake, Illinois 60030

Director: _____

Address: _____

B. OFFICERS

President: Leigh H. Wachter

Address: 1422 Sunflower Ct.

Grayslake, Illinois 60030

Vice President: _____

Address: _____

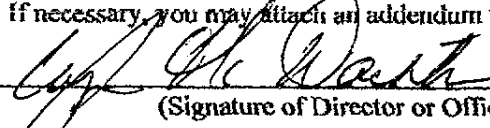
Secretary: Laurie Wachter

Address: 1422 Sunflower Ct., Grayslake, Illinois 60030

Treasurer: Leigh H. Wachter

Address: 1422 Sunflower Ct., Grayslake, Illinois 60030

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

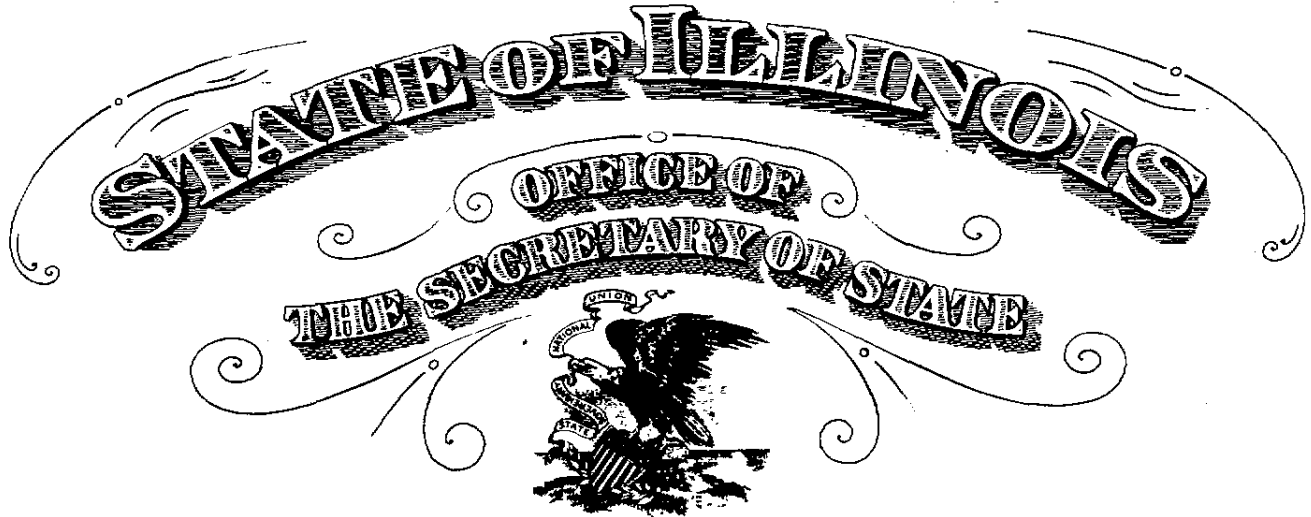
13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Leigh H. Wachter, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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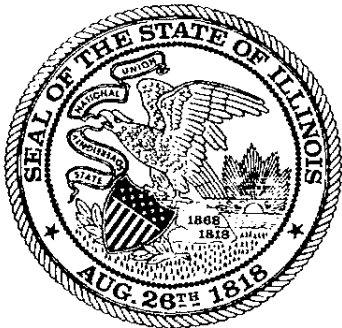
6358-594-7



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

PHOTOGRAPHY AND DESIGN, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MAY 24, 2004, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this*

13TH

day of DECEMBER A.D. 2005

Jesse White

SECRETARY OF STATE