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A PROFESSIONAL CORPORATION

COUNSELLORS AT LAW

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October 30, 1997

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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**Re: Qualification by Society for Photographic Education, Inc.
as a Foreign not for profit corporation in the State of Florida**

Ladies/Gentlemen:

In connection with the above matter, enclosed you will find an original and copy of the following:

- (a) Transmittal letter.
- (b) Application.
- (c) Original Certificate of Existence.
- (d) Registration fee.

Please return filed copies to this office.

Very truly yours,

STEPHEN B. RAVIN

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SBR/amd
Enclosures
cc:

James J. Murphy, Executive Director
Society for Photographic Education

TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: Society for Photographic Education
(Name of Corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conducts its affairs in Florida.

Please return all correspondence concerning this matter to the following:

James J. Murphy
(Name of Person)

Society for Photographic Education
(Firm/Company)

1200 W. International Speedway Blvd. or P.O. Box 2811
(Physical) (Address) (Mailing)

Daytona Beach, Florida 32114 or Daytona Beach, FL 32120-2811
(City, State and Zip Code)

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For further information concerning this matter, please call:

James J. Murphy, Executive Director at (904) 255-8131 - ext. 3944
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

1. Society for Photographic Education, Inc.

(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. New York

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

3. 13-2853963

(FEI number, if applicable)

4. May 25, 1964

(Date of incorporation)

5. perpetual

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

6. September 1997

(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)

7. P.O. Box 2811

Daytona Beach, FL 32120-2811

(Current mailing address)

8. Educational

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

9. Name and street address of Florida registered agent:

James J. Murphy, Executive Director

(Name)

1200 W. International Speedway Blvd., Bldg. 12, Room 111

(Office address)

Daytona Beach

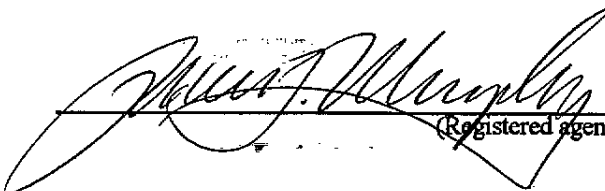
(City)

Florida, 32114

(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.



(Registered agent's signature)

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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 addresses of officers and/or directors: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Wendel White

Address: 101 Mohican Drive
Absecon, New Jersey 08201

Vice Chairman: Gary Kolb

Address: 1 Southmoor Street
Carbondale, Illinois 62901

Director: Alida Fish, Treasurer

Address: 1816 Millers Road
Arden, Delaware 19810

Director: Maggie Taylor, Secretary

Address: 5701 SW 17th Drive
Gainesville, Florida 32608

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

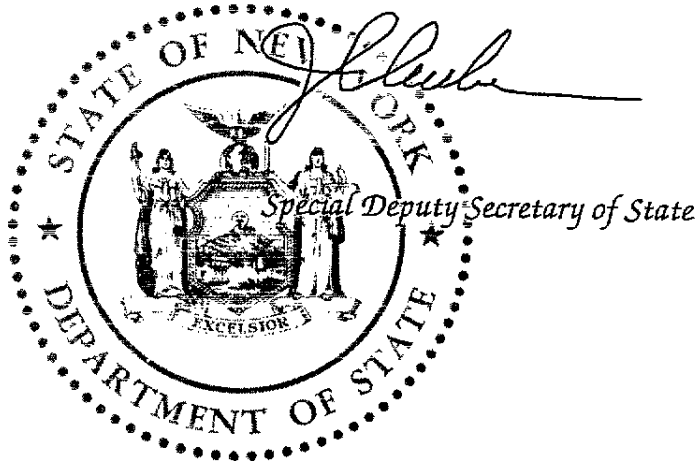
Wendel A. White
(Typed or printed name and capacity of person signing application)

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State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of THE SOCIETY FOR PHOTOGRAPHIC EDUCATION, INC. was filed on 05/25/1964, as a Not-for-Profit corporation and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal of the Department of State at the City of Albany, this 15th day of September one thousand nine hundred and ninety-seven.



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