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PhotoAddress LLC

4718 N. 36th St.
Arlington, VA 22207

Tel: 703-533-1075
Fax: 209-391-9585
Email: jcgould@aol.com

June 1, 2000

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***155.00 ***155.00

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


Dear Sir or Madam:

Enclosed are the following:

1. Application for foreign limited liability company for authorization to transact business in Florida;
2. Certificate of designation of registered agent/registered office.

Also enclosed is a check for \$155, to cover the cost of both filings and a certified copy. Please send the certified copy to the above address. Thank you.

Sincerely,


James C. Gould

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Photo Address LLC
(Name of foreign limited liability company)
2. Virginia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 54-1956176
(FEI number, if applicable)
4. 8/23/99
(Date of Organization)
5. 2040
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 7/1/2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 4718 N. 36th ST
Arlington VA 22207
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:

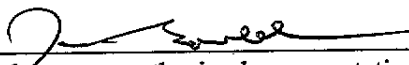
H. Michael Heise, 3904 Ryalwood Ct.
Valrico FL 33594

James Gould 4718 N. 36th ST
Arlington VA 22207

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TALLAHASSEE FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: photography


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

JAMES GOULD
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

PhotoAddress LLC

2. The name and the Florida street address of the registered agent and office are:

H. Michael Heise
(Name)

3904 Rysalwood Ct
Florida street address (P.O. Box NOT ACCEPTABLE)

Valrico FL 33594
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S..

H. Michael Heise 6/6/00
(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

A Virginia Limited Liability Company certificate was filed in this office on August 23, 1999 by PHOTOADDRESS LLC.

A certificate of cancellation has not been filed in this office by PHOTOADDRESS LLC.

Nothing more is hereby certified.

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FALLS CHURCH, VIRGINIA

*Signed and Sealed at Richmond on this Date:
May 15, 2000*



Joel H. Peck
Joel H. Peck, Clerk of the Commission