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September 18, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

RECEIVED  
SEP 22 1995  
TALLAHASSEE, FLORIDA

Re: Shades of Digital Light Photography, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation along with our check in the amount of \$122.50 to cover the following costs:

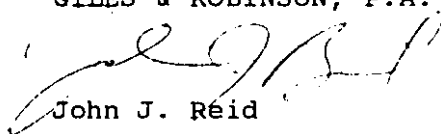
<u>Item</u>	<u>Amount</u>
Filing Fee	35.00
Certificate of Registered Agent	35.00
Certified Copy of Charter	<u>52.50</u>
Total	\$122.50

FILED  
1995 SEP 22 PM 3:20  
TALLAHASSEE, FLORIDA

Upon acceptance of the charter and the filing thereof by your office, please provide me with a certified copy of same.

Sincerely,

GILES & ROBINSON, P.A.

  
John J. Reid

JJR/ab  
enclosures

RECEIVED SEP 23 1995

ARTICLES OF INCORPORATION  
OF  
SHADES OF LIGHT DIGITAL PHOTOGRAPHY, INC.

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I  
Name

The name of this corporation is: Shades of Light Digital Photography, Inc.

ARTICLE II  
Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be 185 Drennan Road, Suite 307, Orlando, Florida 32809 until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III  
Term of Existence

This corporation shall commence as of the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE IV  
Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE V  
Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE VI  
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Mark Loyack. The street address of the initial registered office of this corporation, which is identical with the business office of

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

the registered agent, is 185 Drennan Road, Suite 307, Orlando, Florida 32809.

ARTICLE VII  
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VIII  
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

<u>Name</u>	<u>Address</u>
Charles Waddell	185 Drennan Road Suite 307 Orlando, Florida 32809
Mark Loyack	185 Drennan Road Suite 307 Orlando, Florida 32809

ARTICLE IX  
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
John J. Reid	3110 Carmia Drive Orlando, Florida 32806

ARTICLE X  
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE XI  
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, as provided by the Bylaws.

ARTICLE XII  
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

The incorporator(s) executed these Articles of Incorporation this 19th day of September, 1995.

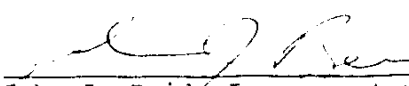
  
\_\_\_\_\_  
John J. Reid, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

In compliance with Chapter 607.0501, Florida Statutes,  
the following is submitted:

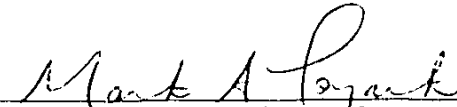
That Shades of Light Digital Photography, Inc., desiring  
to organize or qualify under the laws of the State of Florida, with  
its principal place of business at City of Orlando, State of  
Florida, has named Mark Loyack located at 185 Drennan Road, Suite  
307, City of Orlando, State of Florida as its agent to accept  
service of process within Florida.

The street address of the registered office and the  
street address of the business of the registered agent are  
identical.

  
John J. Reid, Incorporator

Dated: \_\_\_\_\_

Having been named to accept service of process for the above-  
stated corporation, at the place designated in this certificate, I  
hereby agree to act in this capacity, and I further agree to comply  
with the provisions of all statutes relative to the proper and  
complete performance of my duties.

  
Mark Loyack, Registered Agent

Dated: Sept 17, 1995

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TALLAHASSEE  
SEP 22 1995

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