

P98000041873
HARTER, SECREST & EMERY LLP

800 LAUREL OAK DRIVE, SUITE 400
NAPLES, FLORIDA 34108
(941)598-5811
FAX (941)598-2781

6719 WINKLER ROAD, SUITE 121
FORT MYERS, FLORIDA 33919
(941)489-1774
FAX (941)489-1784

May 5, 1998

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

Re: Sebrie Images Resort Photography, Inc.

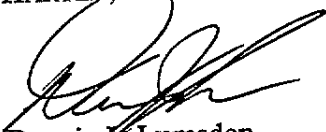
Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for the above, along with our check in the amount of \$122.50, to cover the appropriate fees.

When filed, please return the certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,
HARTER, SECREST & EMERY LLP


Dennis J. Lumsden

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAY -6 AM 11:54

ARTICLES OF INCORPORATION

OF

SEBRIE IMAGES RESORT PHOTOGRAPHY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 AM 11:54

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes, Section 607.0101 et seq., hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is **Sebrie Images Resort Photography, Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation is located at:

15031 Punta Rassa Road, #103
Fort Myers, Florida 33908

ARTICLE III - COMMENCEMENT AND DURATION

This Corporation shall commence to exist on the date these Articles are filed by the Department of State, in accordance with Section 607.0123(1), Florida Statutes, and shall have perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any and all lawful business for which corporations may be incorporated.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) common shares, all of one class, each having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and registered office of this Corporation are as follows:

Dennis J. Lumsden

6719 Winkler Road, Suite 121
Fort Myers, Florida 33919

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall initially have two (2) Directors. The number of Directors may be either increased or decreased, from time to time, by or under the Bylaws of the Corporation, but shall never be less than one (1).

The names and addresses of the initial Directors of this Corporation are:

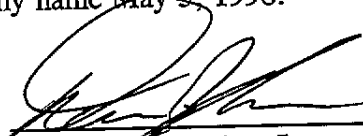
Krista Kowalczyk	15031 Punta Rassa Road, #103 Fort Myers, Florida 33908
Jennifer Angeloro	15031 Punta Rassa Road, #103 Fort Myers, Florida 33908

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

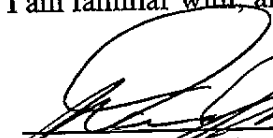
Dennis J. Lumsden	6719 Winkler Road, Suite 121 Fort Myers, Florida 33919
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IN WITNESS WHEREOF, I have subscribed my name May 5, 1998.


Dennis J. Lumsden, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of Registered Agent. I am familiar with, and accept the obligations of Section 607.0505 Florida Statutes.


Dennis J. Lumsden

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