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

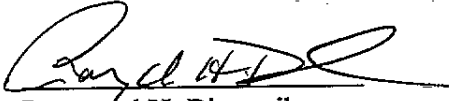
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****122.50 ****122.50

Dear Division of Corporations:

Enclosed please find the Articles of Incorporation for Woodside's Photography Studio, Inc. along with a check in the amount of \$122.50. For filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank You,


Raymond H. Bierweiler

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

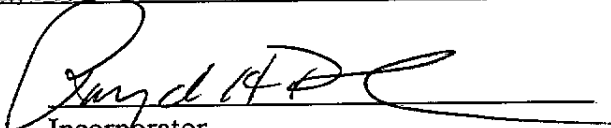
9039 Little Road
New Port Richey, FL 34654

Dmc
9/9/98

Articles of Incorporation

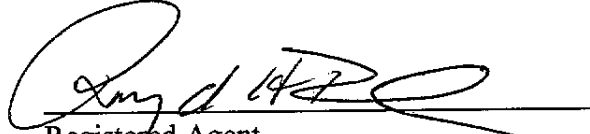
1. The name of the corporation is: **Woodside's Photography Studio, Inc.**
2. The principal place of business and mailing address of the corporation is:
8148 Cameron Cay Ct
New Port Richey, FL, 34653
3. The corporation shall have the authority to issue 1,000,000 shares of common stock, one class only, each with a par value of \$.001 .
4. The registered agent of the corporation is Raymond H. Bierweiler and the registered address is 9039 Little Road, New Port Richey, Florida, 34654 .
5. The initial Board of Director shall have 1 members whose names and addresses are as follows:
Thomas Sbani, 8148 Cameron Cay Ct, New Port Richey, FL, 34653
The number of directors may be raised or lowered by amendment of the by-laws of the corporation but shall in no case be less than one.
6. The incorporator of this corporation is Raymond H. Bierweiler whose address is 9039 Little Road, New Port Richey, FL, 34654

Dated: August 25, 1998


Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation 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 am familiar with and accept the obligation of my position as registered agent.

Dated: August 25, 1998


Registered Agent

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