

P99000073229

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Artistry Photographic
Services, Inc.

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-08/17/99-01029-025
*****78.75 *****78.75

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED
 99 AUG 17 PM 12:57
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 99 AUG 17 AM 10:00
 OFFICE OF THE SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

T BROWN AUG 17 1999

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

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ARTICLES OF INCORPORATION
OF
ARTISTRY PHOTOGRAPHIC SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is ARTISTRY PHOTOGRAPHIC SERVICES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. To own and operate a photography studio.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is

ONE THOUSAND (1,000) shares of common stock. Such shares shall be of a single class and shall have no par value per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office of the Corporation and the street address of the initial registered office of this corporation is 7088 Mariner Boulevard, Spring Hill, FL 34609. The name of the initial registered agent of this corporation is MICHAEL WILKINSON at 7088 Mariner Boulevard, Spring Hill, FL 34609. The mailing address of this corporation is 7088 Mariner Boulevard, Spring Hill, FL 34609.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Sbani	8148 Cameron Cay Court, New Port Richey, FL 34653
Michael Wilkinson	6527 Barcelona Boulevard, Brooksville, FL 34602

ARTICLE VII - INCORPORATOR(S)

The name and address of the Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Sbani	8148 Cameron Cay Court, New Port Richey, FL 34653
Michael Wilkinson	6527 Barcelona Boulevard, Brooksville, FL 34602

ARTICLE VIII - PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or appurtenant to any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived

by a written waiver signed by the Shareholder.

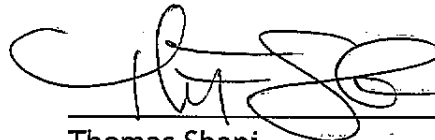
ARTICLE IX - STOCK TRANSFER RESTRICTIONS

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

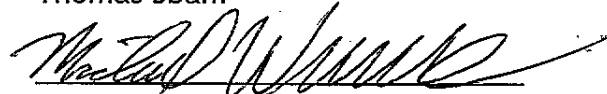
ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13 day of August, 1999.



Thomas Sbani

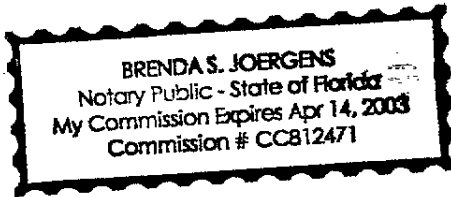


Michael Wilkinson

STATE OF FLORIDA
COUNTY OF HERNANDO

The foregoing articles of incorporation were acknowledged before me on the 13 day of August, 1999 by Thomas Sbani and Michael Wilkinson, who are

personally known to me or who produced driver license as identification.



Brenda S. Joergens
NOTARY PUBLIC
(Stamp, type or print name and
date commission expires along
with commission number below)

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of ARTISTRY
PHOTOGRAPHIC SERVICES, which is contained in the foregoing Articles of Incorporation.

DATED this 13 day of August, 1999.

Michael Wilkinson
Michael Wilkinson

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