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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES OF
TRUMAN SCARBOROUGH, JR.
239 HARRISON STREET
POST OFFICE BOX 1184
TITUSVILLE, FLORIDA 32781

(321) 267-4770
FAX (321) 264-6319

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TALLAHASSEE, FLORIDA

August 5, 2008

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

Re: **PHOTOGRAPHY BY CHERYL, LLC**

Dear Sir:

Enclosed please find the original and one copy of the Articles of Organization and Registered Agent Certificate, together with a check in the amount of $125.00 for filing fees and one certified copy.

Thank you for your assistance.

Very truly yours,

Sharon Brucker

Sharon Brucker, Paralegal

SB
enclosures: Articles of Organization (original)
Articles of Organization (copy)
Check # 7986 - $125.00

ARTICLES OF ORGANIZATION

OF

PHOTOGRAPHY BY CHERYL, LLC

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

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1. **Name.**

The name of the limited liability company is **PHOTOGRAPHY BY CHERYL, LLC** (hereinafter referred to as the "Company").

2. **Period of Duration.**

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. **Purpose.**

The purpose for which the Company is organized is to engage in any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. **Address of Place of Business.**

The mailing address for the Company is **2870 Raintree Lake Circle, Merritt Island, Florida 32953,** and the street address of the place of business for the Company is **250 North Grove Street, Merritt Island, Florida 32953**. These addresses may be changed from time to time as provided in the Operating Agreement.

5. **Registered Agent.**

The initial registered agent in Florida for the Company is **CHERYL A. CARSON**, and the initial registered office is located at **2870 Raintree Lake Circle, Merritt Island, Florida 32953.**

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6. **Capital Contributions.**

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. **Members.**

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. **Continuity of Business**.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. **Management**.

This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

Name:	Position:
CHERYL A. CARSON	Manager
CHERYL A. CARSON	President

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TALLAHASSEE, FLORIDA

BILLY J. CARSON Secretary

BILLY J. CARSON Treasurer

10. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager or former member or manager to the full extent permitted under the Act.

Executed at Titusville, Florida on August 1, 2008.

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TALLAHASSEE, FLORIDA

PHOTOGRAPHY BY CHERYL, LLC
a Florida limited liability company

By: Cheryl A. Carson
CHERYL A. CARSON, Member/Manager

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before me on August 1, 2008, 2008 by **CHERYL A. CARSON**, as Member/Manager of **PHOTOGRAPHY BY CHERYL, LLC**, who produced her Florida drivers license as identification.

Alice A. Montgomery
Notary Public
State of Florida

My Commission Expires:

ALICE A. MONTGOMERY
MY COMMISSION # DD 682479
EXPIRES: June 9, 2011
Bonded Thru Budget Notary Services

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED OFFICE AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 608.415(1) and 608.507 of the Florida Statutes, the following is submitted, in compliance with said Act: **PHOTOGRAPY BY CHERYL, LLC**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at **250 North Grove Street, Merritt Island, Florida 32953**, has named **CHERYL A. CARSON** as its agent to accept service of process within the State, and **2870 Raintree Lake Circle, Merritt Island, Florida 32953** as the registered office.

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Cheryl A. Carson

CHERYL A. CARSON
Registered Agent