

L04000060159

Rhett DAVIS

(Requestor's Name)

210 E. College Ave

(Address)

(Address)

Tallahassee, FL 32301

(City/State/Zip/Phone #)

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(Business Entity Name)

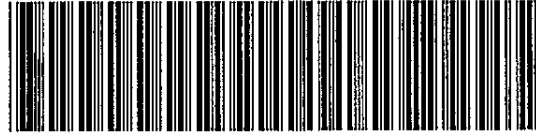
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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION OF USA PHOTO & GRAPHICS, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be USA Photo and Graphics, LLC ("Company"). The principal place of business of the Company shall be 1690 Raymond Diehl Road, Tallahassee, Florida 32308.

ARTICLE II -PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in the photo finishing business and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE III -REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: Mark Weinberger, 1690 Raymond Diehl Road, Tallahassee, Florida 32308.

ARTICLE IV -ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approves of the proposed transfer by unanimous written consent.

ARTICLE V -TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE VI -MANAGEMENT

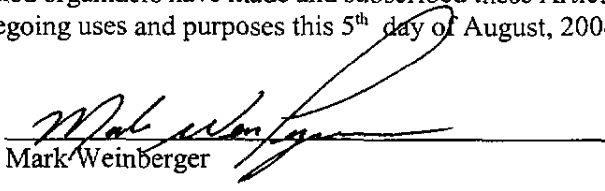
The Company shall be managed by the following managing members in accordance with regulations adopted by the members for the management of the business and affairs of the Company:

Mark Weinberger, Managing Member, 1690 Raymond Diehl Road, Tallahassee, Florida 32308

These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

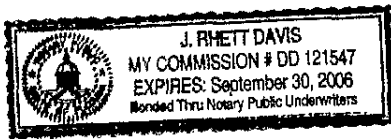
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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Tallahassee, Florida, for the foregoing uses and purposes this 5th day of August, 2004.


Mark Weinberger

STATE OF FLORIDA
COUNTY OF LEON

Before me personally appeared this 5th day of August, 2004 Mark Weinberger who has produced a Florida Driver's License serial # W516-544-58-126-0 with an expiration date of 04-06-10 as identification and to be the organizer of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.




J. Rhett Davis
Notary Public
Commission No.: DD121547
Expiration Date: September 30, 2006

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


Mark Weinberger, Registered Agent

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