

MAY-22-2006 MON 03:16 PM FLEET SPENCER

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Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : H. BART FLEET
Account Number : I20020000170
Phone : (850) 651-4006
Fax Number : (850) 651-5006

FLORIDA/FOREIGN LIMITED LIABILITY CO.

FLEET PHOTOGRAPHY, LLC

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**ARTICLES OF ORGANIZATION
OF
FLEET PHOTOGRAPHY, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, sets forth the following:

ARTICLE I - NAME

The name of this limited liability company is **FLEET PHOTOGRAPHY, LLC** (the "Company").

ARTICLE II - PERIOD OF DURATION

The period of duration of the Company shall be from the date of filing these Articles with the Department of State until the first to occur of the following:

- (i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act.

**ARTICLE III - MAILING AND STREET ADDRESS
OF INITIAL PRINCIPAL OFFICE OF COMPANY**

The mailing address and the street address for the principal office of the Company is 1075 Tree Point Drive, Fort Walton Beach, FL 32547.

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ARTICLE IV - INITIAL REGISTERED AGENT

The name and street address of the initial registered agent in Florida for the Company is H. Bart Fleet, whose address is 1104 Eglin Parkway, Shalimar, FL 32579.

ARTICLE V - ADDITIONAL MEMBERS

An interest of a Member of the Company may only be transferred or assigned to such extent as is provided in the Operating Agreement.

ARTICLE VI- CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained within thirty (30) days thereafter the consent of all the remaining Members of the Company to a continuation thereof.

ARTICLE VII- MANAGEMENT

The Company is to be managed by an operating manager or managers, and is therefore a manager-managed limited liability company. The name and address of the initial operating manager who is to serve as the operating manager until the first Annual Meeting of Members or until such party's successor is duly elected and qualified is TISHA FLEET, whose address is 1075 Tree Point Drive, Fort Walton Beach, FL 32547.

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ARTICLE VIII - AUTHORIZED REPRESENTATIVE

The name and address of the authorized representative for purposes of executing these Articles of Organization is H. Bart Fleet, 1104 Eglin Parkway, Shalimar, FL 32579.

IN WITNESS WHEREOF, the undersigned has executed these Articles on this 22nd day of May, 2006, as the authorized representative for the Member(s) of the Company.

By: 

H. Bart Fleet,
Authorized Representative

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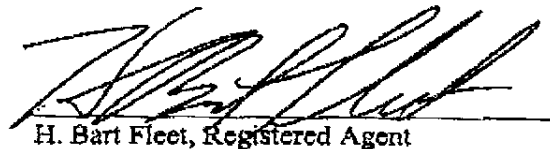
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ACCEPTANCE BY THE REGISTERED AGENT

I, H. Bart Fleet, hereby accept appointment as Registered Agent for the Limited Liability Company, FLEET PHOTOGRAPHY, LLC, and do hereby understand and accept the obligation of the position, and acknowledge my acceptance with my signature below on this 22nd day of May, 2006.



H. Bart Fleet, Registered Agent

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