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ATTORNEY AT LAW

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2000 FEB 17 AM 8:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P000000018351

February 14, 2000

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

RE: JAMES LESLIE PARKER PHOTOGRAPHY, INC.

Dear Sir/Madam:

Enclosed please find original Articles of Incorporation for filing pertaining to the above-referenced, along with my check in the amount of \$70.00 payable to the Department of State as filing fee.

Also enclosed is a copy of the Articles. Please return a stamped copy of the Articles to me.

Thank you for your assistance. Please contact me if you have any questions.

Sincerely,

Hilda M. Porro
Hilda M. Porro *HMP*

HMP/tsm
enclosures

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02/17/00-01037-009
*****70.00 *****70.00

at 2/22

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JAMES LESLIE PARKER PHOTOGRAPHY, INC.

ARTICLE I - NAME

The name of this corporation is **JAMES LESLIE PARKER PHOTOGRAPHY, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2537 Bedford Mews, Wellington, Florida, 33414.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of this initial registered office of this corporation is 2537 Bedford Mews, Wellington, Florida, 33414, and the name of the initial registered agent of this corporation at that address is James Leslie Parker.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five.

The name and address of the initial Board of Directors of the corporation is: James Leslie Parker, 2537 Bedford Mews, Wellington, Florida, 33414.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these articles is: James Leslie Parker, 2537 Bedford Mews, Wellington, Florida, 33414.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

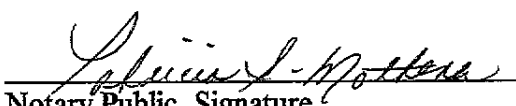
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 14 day of February, 2000.


James Leslie Parker, Incorporator

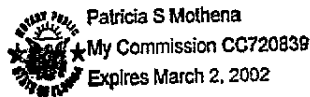
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 14 day of February 2000, who is personally known to me or who has produced His Driver's Lic as identification and who did take an oath.

(Seal)


Notary Public, Signature

Name Printed Patricia S. Mothena



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **JAMES LESLIE PARKER PHOTOGRAPHY, INC.**

2. The name and address of the registered agent and office is:

JAMES LESLIE PARKER
2537 Bedford Mews
Wellington, FL 33414

James Leslie Parker, Incorporator

Dated: 2/14/2000

Having been named to accept service of process for the above named 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 relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

James Leslie Parker, Registered Agent

Dated: 2/14/2000