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INGRAM & INGRAM, INC.
ACCOUNTANTS
P.O. BOX 1194
HOBE SOUND, FLORIDA 33475-1194

11120 S.E. FEDERAL HWY
HOBE SOUND, FL 33455
(561)546-4486 FAX (546-3496

SECRETARY OF STATE
CORPORATION DIVISION
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

FEBRUARY 24,2000

Article of Organization of:

BETWEEN FAMILY AND FASHION PHOTOMONTAGE, INC.

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent	35.00
TOTAL	\$122.50

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*****122.50 *****78.75

By: William T. Ingram, Sr
William T. Ingram, Sr

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

BETWEEN FAMILY AND FASHION PHOTOMONTAGE, INC.

ARTICLE I

NAME

The name of this Corporation is

BETWEEN FAMILY AND FASHION PHOTOMONTAGE, INC.

ARTICLE II

NATURE OF BUSINESS

The principal business of this corporation shall be the practice of photography service. The general nature of the business or businesses to be transacted by this corporation under these Articles of Incorporation are:

(a) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other States and countries.

(b) To undertake and carry on any business transaction or operation commonly carried on or undertaken by capitalists, promoters, financiers, contractors, merchants, commissioners or agents, and in the course of such business to draw, accept,

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endorse, acquire, sell and deal in every lawful manner whatsoever in all or any negotiable or non-negotiable instruments or securities including bonds, notes and bill of exchange.

(c) To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structure at any time owned by or held by the corporation.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, or other instruments to secure the payment of corporate as required.

(e) To own, lease, operate, manage or direct any type of private business enterprise.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of the capital stock of, or any bonds, securities, or other evidences of

indebtedness created by any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

It is intended that none of the purposes and powers set forth or contained in this Article, except where otherwise specified in this Article, shall be limited or restricted in any manner by reference or inference from the terms of any other purposes, powers or clauses of the Article of Incorporation, but that the purposes and powers set forth in each of the clauses of this Article shall be regarded as independent purposes and powers.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) Shares of Common Stock, each having a One Dollar (\$1.00) par value.

Authorized capital stock may be paid for in cash services or property at a just value to be fixed by the stockholders at any regular or special meeting.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new stock of this Corporation, shall have the right to purchase his pro rate 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

TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this Corporation is 11120 S.E. Federal Highway Hobe Sound, Florida and the name of the initial registered agent of this Corporation at that address is William T. Ingram, Sr.

ARTICLE VII

MANAGEMENT BY STOCKHOLDERS

The business of the Corporation shall be managed by the Stockholders of the Corporation. There will be no directors.

ARTICLE VIII

INCORPORATORS

The name and address of the person signing these Articles of Incorporation is: William T. Ingram, Sr., 11120 S.E. Federal Hwy. Hobe Sound, Florida.

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Stockholders.

ARTICLE X

PRINCIPLE ADDRESS OF BUSINESS

8885 Bahama Circle, Hobe Sound, FL 33455.

ARTICLE XI

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of February, 2000.

William T. Ingram, Sr.

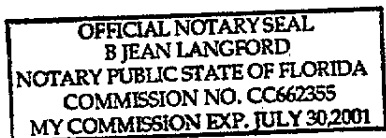
William T. Ingram, Sr.

(STATE OF FLORIDA)

(COUNTY OF MARTIN)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared William J. Ingram, Jr., known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 24th day of February, 2000.



B. Jean Langford
Notary Public

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