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March 1, 2000

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122.50 **78.75

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

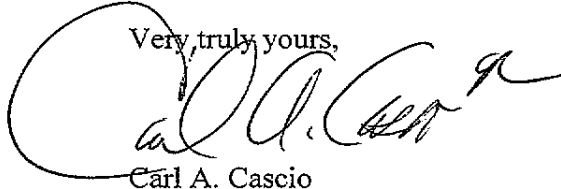
Re: Incorporation of Photowalk.Com, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation, along with a check in the amount of \$122.50 for filing the Designation of Registered Agent and certified copy fee for the above-referenced entity. Please return the Certificate of Incorporation and certified copy of the Articles of Incorporation to this office at your earliest convenience.

Thank you for your attention to this matter.

Very truly yours,


Carl A. Cascio

CAC/gk
Enclosures

cc: Photowalk.Com, Inc.

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2000 MAR -6 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PHOTOWALK.COM, INC.**

ARTICLE I
NAME

The name of this Corporation is Photowalk.com, Inc.

ARTICLE II
DURATION

This Corporation shall have perpetual existence. The effective date of this Corporation shall be the date of filing of these Articles.

ARTICLE III
PURPOSE

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which profit corporations may be incorporated under the Florida General Corporation Act. No other purpose limits the general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. To provide virtual reality photography services for companies doing business on the internet.

ARTICLE IV
SHARES

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the Corporation is c/o Cynthia Verne, 2599 S.W. 11th Street,

Boynton Beach, Florida 33426. The street address of its initial Registered Office is 2599 S.W. 11th Street, Boynton Beach, Florida 33426, and the name of its initial Registered Agent at such address is Cynthia Verne.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation is:

<u>Name</u>	<u>Address</u>
Shawn Verne	2599 S.W. 11 th Street Boynton Beach, Florida 33426
Cynthia Verne	2599 S.W. 11 th Street Boynton Beach, Florida 33426

ARTICLE VII
INCORPORATORS

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Shawn Verne	2599 S.W. 11 th Street Boynton Beach, Florida 33426

ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.


ARTICLE IX

INITIAL OFFICERS

The names, offices and street addresses of the first officers of this Corporation, who shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Shawn Verne	President	2599 S.W. 11 th Street Boynton Beach, Florida 33426
Cynthia Verne	Secretary/Treasurer	2599 S.W. 11 th Street Boynton Beach, Florida 33426

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this
22 day of FEB, 2000.



Shawn Verne, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.



Cynthia Verne, Registered Agent