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TRANSMITTAL LETTER

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

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-03/20/00--01101--010
****157.50 ****78.75
\$78.75 M

SUBJECT: Photography & Associates, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

00 MAR 20 AM 8:53

FILED

FROM: Photography & Associates, INC.
Name (printed or typed)

5125 CASTELLO DR.
Address

NAVES, FL., 34103
City, State & Zip

941-434-8800
Daytime Telephone number

F. CHICCO MAR 27 2000

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

00 MAR 20 2:18:53
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Photography & Assocs., INC.,

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5125 CASTLE DR.,
NAPLES, FL., 34103

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

5000 sh. - No Par Common
VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Roger Miller
5125 Castle Dr.,
Naples, FL., 34103

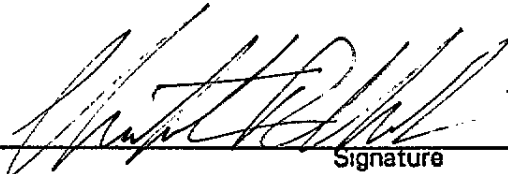
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Christopher Usher (Pres./Sec'y)
327 LAVEONE AVE.,
ALEXANDRIA, VA, 22305

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

23rd day of DECEMBER, 1999.

X 

Signature

Signature

Signature

**Articles of Incorporation
Filing Fee - \$35 .**

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: Photography & Assocs., Inc.

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

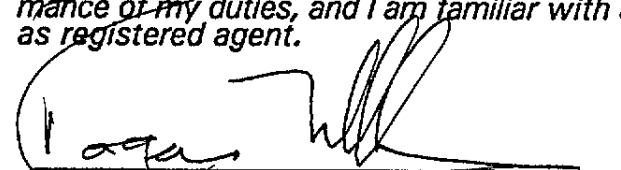
Roger Miller
(Name)
5125 Castello Dr.
(P.O. Box not acceptable)
NAPLES, FL, 34103
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CO HR 20 AM 8:53

FILED

Having been named as registered agent and to accept service of process for the above stated 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 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.


(Signature)

12/23/99
(Date)