

MAY-10-00 WED 02:46 PM
Division of Corporations

FAX NO.

P. 01
Page 1 of 1

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : STEPHEN M. STONE, ESQ.
Account Number : I19980000067
Phone : (407) 423-7910
Fax Number : (407) 423-8083

FLORIDA PROFIT CORPORATION OR P.A.

GEM PHOTO LAB, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
GEM PHOTO LAB, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GEM PHOTO LAB, INC.

The address of the principal office of this corporation shall be 725 North Magnolia Avenue, Orlando, Florida 32803, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 725 North Magnolia Avenue, Orlando, Florida 32803, and the name of the initial registered agent of the corporation at that address is Stephen M. Stone.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

Facsimile Audit No. H00000025950 7

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Facsimile Audit No. H00000025950 7

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three (3) Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Patricia Gelé
10426 Kirby-Smith Road
Orlando, Florida 32832

Randall Preston Miller
1939 Bobtail Drive
Orlando, Florida 32810

Philip I. Eschbach
210 Chelton Circle
Winter Park, Florida 32789

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President: Randall Preston Miller
1939 Bobtail Drive
Orlando, Florida 32810

Vice President: Patricia Gelé
10426 Kirby-Smith Road
Orlando, Florida 32832

Secretary/Treasurer: Philip I. Eschbach
210 Chelton Circle
Winter Park, Florida 32789

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as a Subchapter S corporation.

Facsimile Audit No. H00000025950 7 - 2 -

Facsimile Audit No. H00000025950 7

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Stephen M. Stone
725 North Magnolia Avenue
Orlando, Florida 32803

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles
on May 10, 2000.



STEPHEN M. STONE

MAY-10-00 WED 02:47 PM

FAX NO.

P. 05

Facsimile Audit No. H00000025950 7

ACCEPTANCE BY REGISTERED AGENT

I HEREBY ACCEPT the appointment of registered agent. I am familiar with and accept the obligations of Section 607.325, Florida Statutes.



STEPHEN M. STONE
725 North Magnolia Avenue
Orlando, Florida 32803

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MAY-10-00 WED 02:47 PM

FAX NO.

P. 06

**ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
GEM PHOTO LAB, INC.**

Stephen M. Stone, as sole incorporator, for value received, hereby assigns any and all rights he may have as such incorporator to the following:

Patricia Gelé
Randall Preston Miller
Philip I. Eschbach

Dated: May 10, 2000



STEPHEN M. STONE