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929 Spring Circle #206, Deerfield Beach, FL 33441 954-401-9820

June 13, 2000

VIA OVERNIGHT MAIL

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

Re: Incorporation of On-Call Photographic, Inc.

EFFECTIVE DATE

SECRETARY OF STATE ALLAHASSEE, FLORIGA

Dear Sir or Madam:

On behalf of the above captioned corporation, On-Call Photographic, Inc., enclosed please find an original and one (1) copy of the Articles of Incorporation and a check made payable to the Department of State for \$87.50 which includes the \$35.00 filing fee, the \$35.00 fee for designation of registered agent, \$8.75 for a Certificate of Status and \$8.75 for a certified copy of the Articles.

Thank you for your attention to this filing. Should you have any questions concerning this matter, please do not hesitate to contact the undersigned at the phone number indicated above.

Sincerely,

Diane Wolf

Incorporator, On-Call Photographic, Inc.

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cc: Tim Schaefer

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

ON-CALL PHOTOGRAPHIC, INC.

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these Articles of Incorporation of On-Call Photographic, Inc. for the purpose of forming a for-profit corporation.

Article 1. The name of the Corporation is: On-Call Photographic, Inc.

Article 2. The principal place of business and mailing address of the Corporation is: 929 Spring Circle #206, Deerfield Beach, FL 33441

Article 3. The Corporation is authorized to issue one class of stock, that being 1,000 shares of common stock, par value \$.001 per share, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the Corporation.

Article 4. The name and address of the Corporation's initial registered agent is: Tim Schaefer, 929 Spring Circle #206, Deerfield Beach, FL 33441.

Article 5. The name and street address of the incorporator of the Corporation is: Diane Wolf, 23054 Post Gardens Way #415, Boca Raton, FL 33443.

Article 6. The effective date of these Articles is June 15, 2000.

Diane Wolf, Incorporator

Date

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CERTIFICATE OF DESIGNATION OF

CECRETARY OF STATE TALLAHASSEE, FLORIDA

REGISTERED OFFICE AND REGISTERED AGENT OF

ON-CALL PHOTOGRAPHIC, INC.

Pursuant to Section 607.0501 of the Florida Business Corporation Act, On-Call Photographic, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida.

1. The name and address of the Corporation's registered office and registered agent is:

Name:

Tim Schaefer

Address:

929 Spring Circle #206

Deerfield Beach, FL 33441

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

Tim Schaefer, Registered Agent

Date

6-15-2000