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Law Offices
of
Hamden H. Baskin, III, P.A.

516 No. Ft. Harrison Avenue
Clearwater, Florida 33755

Telephone: 727/447-2994
Fax: 727/446-0049

June 20, 2000

State of Florida
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

PHOTOGRAPHIC

300003304983--1
-06/26/00--01131--014
*****122.50 *****78.75

RE: Unique Images of Florida, Inc.

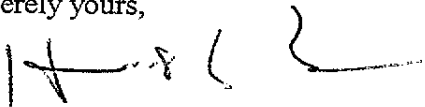
Dear Sirs:

Enclosed please find original Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$122.50 for filing fees.

Kindly process same and return your receipt to our office in the enclosed envelope.

Thanking you in advance and with the kindest of personal regards, I remain

Sincerely yours,



Hamden H. Baskin, III
Attorney at Law

HHBIII:dlw

Enclosures: as stated

cc: Mark Barnett

FILED
00 JUL 31 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/31/00
PA 6/25/00
44-40350



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 29, 2000

HAMDEN H BASKIN, III
516 N FT HARRISON AVE
CLEARWATER, FL 33755

SUBJECT: UNIQUE IMAGES OF FLORIDA, INC.
Ref. Number: W00000016590

We have received your document for UNIQUE IMAGES OF FLORIDA, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 500A00036682

FILED

ARTICLES OF INCORPORATION

00 JUL 31 PM 3: 48

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNIQUE PHOTOGRAPHIC IMAGES OF FLORIDA, INC.

The undersigned, acting as incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates herself to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is:

UNIQUE PHOTOGRAPHIC IMAGES OF FLORIDA, INC.

ARTICLE II

The principal office of the corporation is located at:

2430 Estancia Blvd.
Suite 203
Clearwater, FL 33761

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(A) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(B) To conduct business in, or 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.

(C) To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property, or other

other evidence of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(D) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the 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 and to perform and conduct all other business allowed by the laws of the State of Florida.

(F) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, and to perform any act authorized or allowed by the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, having par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than the sum of \$100.00.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

SPECIAL PROVISION

It is the intent of the incorporator that the corporation may qualify as a Subchapter S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the registered agent of this corporation in the State of Florida is:

HAMDEN H. BASKIN, III, ESQ.
516 N. FT. HARRISON AVENUE
CLEARWATER, FL 33755

ARTICLE IX

DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, by amendment to the bylaws, but shall never be less than one (1).

ARTICLE X

INITIAL DIRECTOR(S)

The name and street address of the member(s) of the first Board of Directors is:

Mark Barnett
1675 Cross Tree Court
Oldsmar, FL 34677

ARTICLE XI

INCORPORATOR

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

Mark Barnett
1675 Cross Tree Court
Oldsmar, FL 34677

The incorporator certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

ARTICLE XII

INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, his Testator, or intestate, is or was a director, officer or employee of the corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

ARTICLE XIII

BYLAWS OR STOCKHOLDERS AGREEMENT

By stockholders agreement or bylaws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including, but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interest in the corporation. The bylaws may be repealed or amended, and new bylaws may be adopted, by either the Board of Directors or the stockholders, but the Board of Directors may not amend or repeal any bylaw adopted by the stockholders if the stockholders specifically provide such bylaw not subject to amendment or repeal by the directors.

ARTICLE XIV

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XV

DATE OF INCEPTION

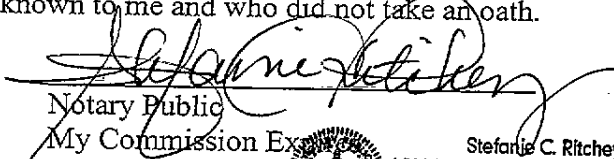
The date the corporate existence shall begin shall be as of the date of filing and acceptance of these Articles of Incorporation by the Secretary of State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 15th day of ~~April~~, JUNE 2000.


MARK BARNETT, Initial
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 15th day of ~~April~~, JUNE 2000, by MARK BARNETT, who is personally known to me and who did not take an oath.


Notary Public
My Commission Expires



Stefanie C. Ritchey
MY COMMISSION # CC917228 EXPIRES
March 20, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida.


HAMDEN H. BASKIN, III, ESQ.