

The Law Firm Of  
**Thomas E. Shipp, Jr. & Associates, P.A.**  
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November 6, 2000

PO00000105016

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

RE: NOCERA PHOTOGRAPHIC, INC.

600003457556--7  
-11/08/00--01075--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed is our check in the amount of \$78.75 to cover the cost of filing the enclosed Articles of Incorporation for the above-referenced corporation. Please return a certified copy to our office in the enclosed, self-addressed, stamped envelope which has been provided for your convenience.

Thank you for your assistance and please feel free to call should you have any questions.

Sincerely,



THOMAS E. SHIPP, JR.

TES:dlg  
Enclosure

FILED  
00 NOV -8 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Feb 11/9

**ARTICLES OF INCORPORATION  
OF  
NOCERA PHOTOGRAPHIC, INC.**

**FILED**  
00 NOV -8 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By the following proposed Articles of Incorporation, the undersigned do hereby declare their intent to form a corporation under the laws of the State of Florida providing for the formation, rights, liabilities, privileges and immunities of a corporation for profit.

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation shall be: **NOCERA PHOTOGRAPHIC, INC.**

The initial address of the principal office of the corporation is: 419 Santa Barbara Boulevard, Cape Coral, FL 33991.

The initial mailing address of the corporation is the same.

**ARTICLE II - DURATION**

The corporate existence of this corporation commences on the date filed.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock each share having a par value of one (\$1.00) Dollar. These shares have unlimited voting rights and the holders thereof are entitled to receive the net assets of the corporation upon dissolution. All common shares shall be identical with each other in every respect and the holder of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

#### **ARTICLE IV - PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right, or rights to purchase or subscribe for a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

#### **ARTICLE V - ADDRESS**

The street address of the initial registered office of this corporation is 419 Santa Barbara Boulevard, Cape Coral, FL 33991. The name of the initial registered agent at such address is Catherine L. Nocera.

#### **ARTICLE VI - INCORPORATOR**

The names and addresses of the incorporators of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHERILYN M. NOCERA-SMITH	419 Santa Barbara Boulevard Cape Coral, FL 33991

CATHERINE L. NOCERA

313 S.E. 1st Terrace  
Cape Coral, FL 33990

PHOEBE F. NOCERA

1609 S.W. 51st Street  
Unit D-202  
Cape Coral, FL 33914

IN WITNESS WHEREOF, the undersigned incorporators have executed the foregoing  
Articles of Incorporation this 1 day of Nov., 2000.

  
CHERYL M. NOCERA-SMITH

  
CATHERINE L. NOCERA

  
PHOEBE F. NOCERA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 11/1/00

  
CATHERINE L. NOCERA  
Registered Agent