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PHOTOGRAPHY BY NOEL
4140 El Camino Real East
Lakeland, FL 33813
(863) 646-0311

January 2, 2001

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

100003526121--2
-01/05/01--01109--003
*****78.75 *****78.75

EFFECTIVE DATE
01/01/01

Dear Sir or Madam:

Enclosed are two copies of the Articles of Incorporation for Photography by Noel, along with a check for \$78.75 to cover the filing fees and to obtain a certified copy. Please give me a call if you require additional information.

Sincerely,

Noel Taylor, Jr.

Noel D. Taylor, Jr.
Incorporator

Encls.

FILED
01 JAN -5 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE
01/01/01

**ARTICLES OF INCORPORATION
OF
PHOTOGRAPHY BY NOEL INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Corporate Name and Principal Office

The name of the corporation is Photography by Noel Inc. and its principal office and mailing address is 4140 El Camino Real East, Lakeland, FL 33813.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on January 1, 2001.

ARTICLE III

General Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE IV

Common Capital Stock

The aggregate number of shares of common stock that this corporation shall be authorized to have outstanding at any one time shall be 50 million shares of common stock at \$.001 par value per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 4140 El Camino Real East, Lakeland, FL 33813, and the initial registered agent of the corporation at such address is Noel D. Taylor, Jr.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

NAME

Noel D. Taylor, Jr.

ADDRESS

4140 El Camino Real East
Lakeland, FL 33813

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 1st day of January, 2001.




Noel D. Taylor, Jr.

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

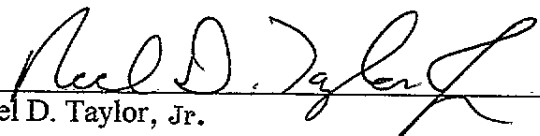
Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, Photography by Noel, desiring to organize under the laws of the State of Florida, hereby designates Noel D. Taylor, Jr., an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and 4140 El Camino Real East, Lakeland, FL 33813, the business office of its Registered Agent, as its Registered Office.

PHOTOGRAPHY BY NOEL INC.

By: 
Noel D. Taylor, Jr., Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.


Noel D. Taylor, Jr.

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TALLAHASSEE, FLORIDA