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PARALEGAL  
LaVonne T. V. Harmon

FILED  
01 FEB 14 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 7, 2001

**UPS NEXT DAY AIR**

Secretary of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, FL 32301

800003661788--6  
-02/08/01--01074-018  
\*\*\*122.50 \*\*\*\*\*78.75

**RE: PETSTAND, INC.**

Gentlemen:

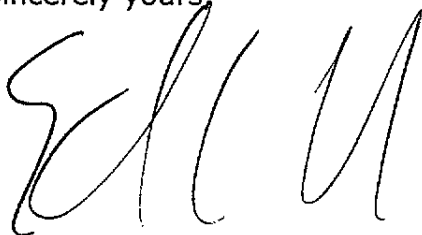
Enclosed is the original and one copy of the Articles of Incorporation of the above corporation, together with a check in the amount of \$122.50 to cover the following:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent	
Designation	35.00

TOTAL: **\$122.50**

Please return the certified copy to this office. Thank you for your attention as to this matter.

Sincerely yours,



Edward A. Kerben

EAK/lh

Enclosures

Wol-3154  
gjcj/9



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 9, 2001

EDWARD A. KERBEN  
725 NORTH MAGNOLIA AVE.  
ORLANDO, FL 32803

SUBJECT: PETSTAND, INC.  
Ref. Number: W01000003154

We have received your document for PETSTAND, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 201A00008123

**ARTICLES OF INCORPORATION**  
**OF**  
**PETSTAND, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I—NAME**

The name of this corporation is **PETSTAND, INC.**

**ARTICLE II—DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III—PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business as a internet photographic image processing firm.

**ARTICLE IV—CAPITAL STOCK**

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

**ARTICLE V—PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI—INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial~~principle~~ office of this corporation is **201 HAZARD STREET, ORLANDO, FL 32804**, and the name of the initial registered agent of this corporation at that address is **MICHAEL C. STEWART, 201 HAZARD STREET, ORLANDO, FL 32804.**

#### **ARTICLE VII—INITIAL BOARD OF DIRECTORS**

This corporation shall have TWO (2) director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name(s) and address(es) of the initial Board of Directors of the corporation is:

ANDREW M. HILL  
P. O. BOX 3282  
ORLANDO, FL 32802

LORNA J. HILL  
P. O. BOX 3282  
ORLANDO, FL 32802

#### **ARTICLE VIII—INCORPORATORS**

The name and address of the Incorporator signing these articles is:  
**MICHAEL C. STEWARD, 201 HAZARD STREET, ORLANDO, FL 32804.**

## ARTICLE IX—INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

## ARTICLE X—AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on the 6 day of FEBRUARY, 2001.

By: Michael C. Stewart  
Michael C. Stewart, Incorporator

STATE OF FLORIDA:  
COUNTY OF ORANGE :

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MICHAEL C. STEWARD, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 6 day of FEBRUARY, 2001.

[Signature]  
**NOTARY PUBLIC**, State of Florida at Large  
EDWARD A. KERBEN

My commission expires:



Edward A. Kerben  
MY COMMISSION # CC957767 EXPIRES  
September 19, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

## **CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501, **PETSTAND, INC.**, a corporation organized under the laws of the State of Florida, has designated the registered agent and office in the Articles of Incorporation herein, and submits the following statement of acceptance by the Registered Agent:

**HAVING BEEN NAMED AS REGISTERED AGENT AND DESIGNATED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.**

DATE: FEBRUARY 12, 2001

By: Michael C. Stewart  
**MICHAEL C. STEWART**  
Registered Agent

**FILED**  
01 FEB 14 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA