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THOMAS A. VALDEZ

February 23, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Hilary Hopkins Photography, Inc.

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-02/26/01--01029--005
*****78.75 *****78.75

Dear Ms. Baxter:

Enclosed please find an original and one copy of the Articles of Incorporation regarding Hilary Hopkins Photography, Inc. Also enclosed please find a check made payable to the Department of State in the amount of \$78.75 as and for the filing fee and for a certified copy of the filed Articles. Please return the certified copy of the filed Articles to the above address.

Thank you for your attention to this matter.

Very truly yours,



Heidi R. Sheehy, Assistant to
Derek M. Daniels, Esquire

DMD/hrs
Enclosures

FILED
01 FEB 26 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Feb 2/28

(9)

ARTICLES OF INCORPORATION

- of -

HILARY HOPKINS PHOTOGRAPHY, INC.

FILED
01 FEB 26 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, **HILARY HOPKINS**, whose address is 10450 Ashley Oaks Drive, Riverview, Florida 33569, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation shall be:

HILARY HOPKINS PHOTOGRAPHY, INC.

The principal place of business of this Corporation shall be 10450 Ashley Oaks Drive, Riverview, Florida 33569, and the mailing address of this Corporation shall be 10450 Ashley Oaks Drive, Riverview, Florida 33569.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized is as follows:

To engage in any activity or business not forbidden by the Florida corporation laws, or by other law, or by these Articles of Incorporation, and to carry on said activity or business in any state, territory, district or possession of the United States or in any foreign country to the extent that the activity or business is not forbidden by the law of the state, territory, district or possession of the United States or of any foreign country.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is Ten Thousand shares (10,000) of capital stock with a par value of One & 00/100 Dollars (\$1.00) per share.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 3502 Henderson Boulevard, Second Floor, Tampa, Florida 33609, and the name of the initial Registered Agent at said address is Derek M. Daniels, Esquire.

ARTICLE VI

The initial Board of Directors shall consist of one (1) members, who need not be residents of the State of Florida or shareholders in the Corporation.

ARTICLE VII

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

Hilary Hopkins

10450 Ashley Oaks Drive
Riverview, FL 33569

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter or change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with no less than a majority of the vote of the common stock.

ARTICLE IX

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money or any property or services, from time to time, and in addition to the stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE X

10.1 The Corporation shall indemnify each of its officers and directors, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director or officer of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer or director until a majority of the Board of Directors has determined by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer or director

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

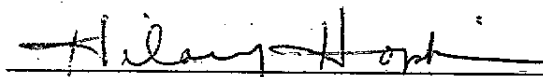
© In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

10.2 Any officer or director who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not,

within fifteen (15) days after service of the written demand, determine that the officer or director is entitled to indemnification, the officer or director may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in subparagraphs (a), (b), and © of paragraph 10.1. If the court determines that the conduct of the officer or director was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer or director to the same extent as if the Board of Directors had originally made the determination.

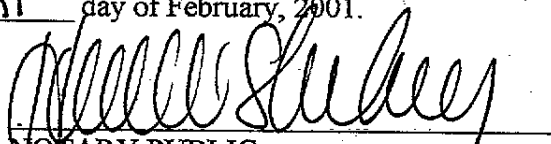
IN WITNESS WHEREOF, the undersigned has made and subscribed to the above Articles of Incorporation at Tampa, Florida, on the 21st day of February, 2001.


HILARY HOPKINS

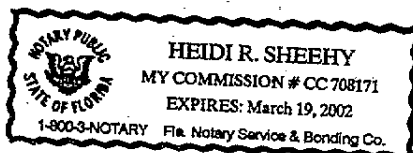
**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, personally appeared **HILARY HOPKINS**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 21st day of February, 2001.


NOTARY PUBLIC

My Commission Expires:



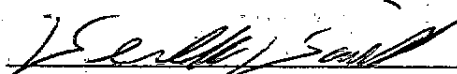
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **HILARY HOPKINS PHOTOGRAPHY, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Riverview, County of Hillsborough, and State of Florida, has named **DEREK M. DANIELS**, located at 3502 Henderson Boulevard, Second Floor, Tampa, Florida 33609, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


DEREK M. DANIELS
Registered Agent

FILED
01 FEB 26 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA