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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : JACOBS & PETERS, P.A.
Account Number : I19980000094
Phone : (904) 261-3693
Fax Number : (904) 261-2866

FLORIDA PROFIT CORPORATION OR P.A.

Photographs Naturally, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	016
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FILED
01 MAY 10 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight MAY 11 2001

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**ARTICLES OF INCORPORATION
OF
PHOTOGRAPHS NATURALLY, INC.**

The undersigned, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation.

ARTICLE I

Name & Address

The name of this Corporation shall be:

PHOTOGRAPHS NATURALLY, INC.

The place of business shall be located at:

57 Laurel Oak
Amelia Island, Florida 32034

ARTICLE II

Term of Existence

The duration of this Corporation is to be perpetual.

ARTICLE III

Purpose

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

Stock Clause

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 500 shares of common stock, each with a par value of \$1.00.

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ARTICLE V

Owner

This corporation shall initially have one director. The number of directors may be increased by an appropriate amendment to the Bylaws of the Corporation, but shall never be less than one. The Directors shall serve until their successors shall be elected/appointed at the first meeting of the stockholders. The names and mailing addresses of the initial board of directors are as follows:

Roger D. Moore
57 Laurel Oak
Amelia Island, FL 32034

ARTICLE VI

Incorporator

The name and address of the person signing these Articles is:

Roger D. Moore
57 Laurel Oak
Amelia Island, Florida 32034

ARTICLE VII

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 VIII

Indemnification

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding the corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided by §607.0831, Florida Statutes (1990).

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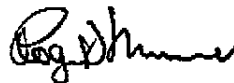
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ARTICLE IX

Amendment

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

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this May 10, 2001.



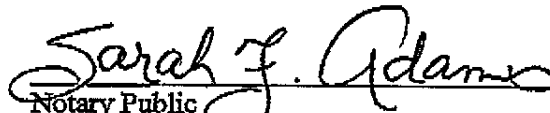
Roger D. Moore

STATE OF FLORIDA

COUNTY OF Nassau

BEFORE ME, the undersigned authority, personally appeared Roger D. Moore who being personally known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledge to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this May 10, 2001.



Notary Public

My commission Expires:



Jacobs & Associates, P. A.
P. O. Box 1110
Fernandina Beach, Florida 32035-1110
Florida Bar No. 108249

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CERTIFICATE DESIGNATING AGENT
UPON WHOM PROCESS MAY BE SERVED

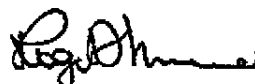
In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

PHOTOGRAPHS NATURALLY, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at 57 Laurel Oak, Amelia Island, FL 32034, has named Roger D. Moore as its registered agent to accept service of process within this state, who is located at the following registered office:

Roger D. Moore
57 Laurel Oak
Amelia Island, FL 32034

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said section relative to keeping open the registered office.



Registered Agent

Jacobs & Associates, P. A.
P. O. Box 1110
Fernandina Beach, Florida 32035-1110
Florida Bar No. 108249

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