16849/2854 <u>POJOOO051754</u>

INTERNATIONAL RESEARCH BUREAU, INC.
Post Office Box 14189 • Tallchassee, FL 32317-4189
Phone (850) 942-2500

OFFICE USE ONLY

Examiner's Initials

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Walk in Pick up time Certified Copy Mail out Will wait Photocopy Certificate of Status NEW FILINGS **AMENDMENTS** Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger REGISTRATION/9411 OTHER FILINGS QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership J. BRYAN MAY 2 4 2001 Name Reservation Reinstatement Trademark

Other

CR2E031(10/92)

# **ARTICLES OF INCORPORATION**

<u>OF</u>

# **GLOBAL CAMERA & GALLERY, INC.**

Corporation under the

The undersigned, acting as the incorporator of the Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

# **ARTICLE 1**

# NAME OF THE CORPORATION

The name of this Corporation shall be GLOBAL CAMERA & GALLERY, INC.

#### **ARTICLE II**

# **PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

# <u>ARTICLE III</u>

# <u>PURPOSE</u>

The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and of this State.

#### **ARTICLE IV**

# **AUTHORIZED SHARES**

Number: The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock.

Initial issue: 100 shares of the Capital Stock of the Corporation shall be issued for adequate consideration in the following manner:

**SONNY S. SHLOMI** 

One Hundred (100) Shares

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

No Classes of Stock: The shares of the Corporation are not to be divided into classes.

# **ARTICLE V**

#### REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation is 11025-A International Drive, Orlando, Florida 32821 and the name of the initial registered agent at such address is SONNY S. SHLOMI.

#### ARTICLE VI

#### PRINCIPAL OFFICE

The Principal Office of the corporation shall be 11025-A International Drive, Orlando,

Florida 32821.

# **ARTICLE VII**

# **BOARD OF DIRECTORS**

This corporation shall have One (1) Director constituting the initial Board of Directors.

The Director need not be a resident of the State of Florida or Shareholders of the corporation.

Majority vote of the Board of Directors is required to constitute a quorum for the transaction of business. Only a majority act of the <u>Directors</u> shall constitute an act of the Board of Directors.

The name and address of the person(s) who shall serve as Director(s) until Him successors shall have been elected and qualified, is as follows:

NAME

<u>ADDRESS</u>

**SONNY S. SHLOMI** 

11025-A International Drive Orlando, Florida 32821

#### ARTICLE VIII

#### INCORPORATOR

The names and addresses of the initial incorporator is as follows:

**NAME** 

**ADDRESS** 

**SONNY S. SHLOMI** 

11025-A International Drive Orlando, Florida 32821

#### <u>ARTICLE IX</u>

# PREEMPTIVE RIGHTS OF SHAREHOLDERS

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

as the shares of the stock of this Corporation as may be issued for money, or property or services from time to time, in addition to that stock authorized by the Corporation. The preemptive rights of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orange County, Florida on this 22nd day of May, 1999.

ONNY S. SHLOMI

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 22nd day of May, 1999, by SONNY S. SHLOMI, who has produced a driver's license as identification or who is personally known to me.

Steven R. Kutner, Notary Public Commission No. CC950049 My Commission Expires:

STEVEN R. KUTNER
MY COMMISSION # CC 950049
EXPIRES: October 28, 2004
Bonded Thru Notary Public Underwriters

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That GLOBAL CAMERA & GALLERY, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Orlando, Orange County, State of Florida, has named SONNY S. SHLOMI located at 11025-A International Drive, Orlando, Florida 32821 as its agent to accept service of process within this state.

#### **ACKNOWLEDGMENT**

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Date:

May 22, 2001

SONNY S. SHLOMI

OI MAY 24 AM II: 41
SECKLIANT OF STATE
TALLAHASSEE, FLORIDA