

JUN-21-2001 09:09

WILLIAMSON DIAMOND CATON

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Account Number : 074403003061  
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FLORIDA PROFIT CORPORATION OR P.A.

SCHOOL IMAGES, INC.

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# ARTICLES OF INCORPORATION OF SCHOOL IMAGES, INC.

The undersigned, licensed or otherwise legally authorized to practice accounting by and within the State of Florida, hereby acting as incorporators for the purpose of forming a professional service corporation for profit, by virtue of the provisions of Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

## ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is SCHOOL IMAGES, INC. and its principal office address is: 6331 39<sup>th</sup> Street, Unit 140, Pinellas Park, Florida, 33781; and its mailing address is Post Office Box 3260, Seminole, Florida, 33775.

## ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

## ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

## ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$ .10 par value common stock.

## ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 6331 39<sup>th</sup> Street, Unit 140, Pinellas Park, Florida, 33781, and the name of the initial registered agent is DIANE C. DASSETT.

RICHARD P. CATON, ESQUIRE  
WILLIAMSON, DIAMOND & CATON, P.A.  
7843 Seminole Boulevard  
Seminole, Florida  
(727) 398-3600

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ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 1 director. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
DIANE C. DASSETT	6331 39 <sup>th</sup> Street, Unit 140 Pinellas Park, Florida, 33781

ARTICLE 7: INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
DIANE C. DASSETT	6331 39 <sup>th</sup> Street, Unit 140 Pinellas Park, Florida, 33781

ARTICLE 8: INDEMNIFICATION

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

ARTICLE 9: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.


ARTICLE 10: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 21<sup>st</sup> day of June, 2001.

  
\_\_\_\_\_  
DIANE C. DASSETT  
"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at  
a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree  
to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said  
office for service of process.

Dated this 21<sup>st</sup> day of June, 2001.

  
\_\_\_\_\_  
DIANE C. DASSETT, Registered Agent

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