

PO 10000 80826

Don Ladolcetta
Ladolcetta CPA, P.A.
12000 NW 20th St.
Pembroke Pines, Fl. 33026

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-08/13/01--01095--015
****122.50 *****78.75

July 24, 2001

Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6327
Tallahassee, Florida 32314

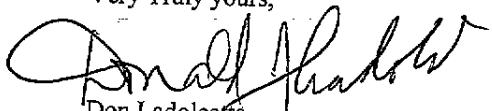
Re: CALDWELL PHOTOGRAPHIC, INC. Corporate Filing

Gentlemen:

Enclosed are the Articles of Incorporation of CALDWELL PHOTOGRAPHIC, INC. which we would like registered with the State of Florida. A check in the amount of \$122.50 is enclosed to cover processing costs.

If you require further information or if you are unable to process this corporation for any reason, please contact me at 954-436-8733.

Very Truly yours,


Don Ladolcetta
Certified Public Accountant

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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F. CHESSEN

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ARTICLES OF INCORPORATION
OF
CALDWELL PHOTOGRAPHIC, INC.

I, the undersigned, a natural person competent to contract do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

CALDWELL PHOTOGRAPHIC, INC.

ARTICLE II

GENERAL NATURE OF THE BUSINESS

The general nature of the business to be transacted by the corporation shall be engaged in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

- A. The total authorized capital stock of this corporation is ONE THOUSAND SHARES (1000) Common Stock, par value ONE DOLLAR(\$1.00) per share.
- B. Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is:

3901 S. Ocean Dr. #12G

Hollywood, Fl. 33019

The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name(s) and street addresses of the member(s) of the Board of Directors are as follows:

NAME

ADDRESS

J. Brian Caldwell

3901 S. Ocean Dr. #12G

Hollywood, Fl. 33019

ARTICLE VIII

SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation are:

NAME

ADDRESS

J. Brian Caldwell

3901 S. Ocean Dr. #12G

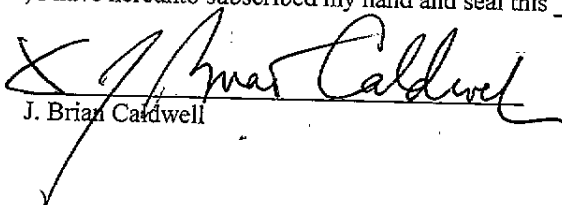
Hollywood, Fl. 33019

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3901 S. Ocean Dr. #12G, Hollywood, Fl. 33019, and the name of the initial registered agent of this Corporation at that address is J. Brian Caldwell.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 10th day of AUGUST 2001.


J. Brian Caldwell

STATE OF FLORIDA

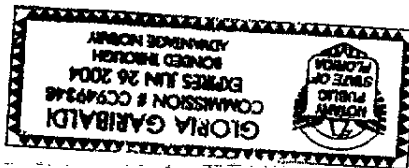
:SS.

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared J. Brian Caldwell, who is personally known to me or who has produced D. LICENSE as identification showing that the person described has subscribed in and executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal in the County and State named above this 10th day of August, 2001.


NOTARY PUBLIC Comm 6/26/04



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in Compliance therewith:

CALDWELL PHOTOGRAPHIC, INC. a Corporation being organized under the laws of the State of Florida, with its principal office located at 3901 S. Ocean Dr. #12G, Hollywood, Fl. 33019 has named J. Brian Caldwell with an office at 3901 S. Ocean Dr. #12G, Hollywood, Fl. 33019 as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for CALDWELL PHOTOGRAPHIC, INC. at the place designated in this Certificate, I hereby agree to act in such capacity and agree to comply with the provisions of said Act with respect to keeping such office open.

BY: 

J. Brian Caldwell

RESIDENT AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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