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Division of Corporations

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Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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To:

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

From:

Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (954) 641-4192

FLORIDA PROFIT CORPORATION OR P.A.

PHOTOS BY LESLY, INC.

Certificate of Status	0
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W-3032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

FOR

PHOTOS BY LESLY, INC.

The undersigned incorporator, for the purpose of forming a corporation under Chapter 607 of the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of the Corporation shall be Photos by Lesly, Inc. (hereinafter, "Corporation").

ARTICLE 2 - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 5546 West Oakland Park Boulevard, Suite 210, Lauderhill, FL 33313.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Lesly Barthole
5546 West Oakland Park Blvd.
Suite 210
Lauderhill, FL 33313

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ARTICLE 5 - CAPITALIZATION

The maximum number of shares that the corporation is authorized at any time to have outstanding is One Thousand (1,000) shares of common stock, each having a par value of \$0.001.

ARTICLE 6 - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE 7 - OFFICERS

The officers of this corporation shall be:

President:	Lesly Barthole
Vice-President:	Lesly Barthole
Secretary:	Lesly Barthole
Treasurer:	Lesly Barthole

whose address shall be the same as the principal office of this Corporation.

ARTICLE 8 - DIRECTORS

The Director of this Corporation shall be:

Lesly Barthole

whose addresses shall be the same as the principal office of this Corporation.

ARTICLE 9 - REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation 5546 West Oakland Park Boulevard, Suite 210, Lauderdale, FL 33313. The registered agent of this Corporation is Lesly Barthole.

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ARTICLE 10 - EFFECTIVE DATE

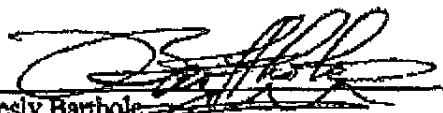
These Articles of Incorporation are to be effective upon approval by the Secretary of State of the State of Florida

IN WITNESS THEREOF, the undersigned has hereunto set their hand and seal, acknowledged and filed these foregoing Articles of Incorporation under the laws of the State of Florida, this January 28, 2002.


Lesly Barthole, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The undersigned, Lesly Barthole, having a business office identical with the registered office of the above Corporation, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


Lesly Barthole

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