

AD20000056157

May 15, 2002

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAY 20 AM 10:02

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: MR. PHOTO, INC.

800005574978--4  
-05/20/02--01069--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Ladies/Gentlemen:

Enclosed please find Articles of Incorporation, together with one copy of same, and my check in the amount of \$78.75. Please file the Articles, issue and return to me a certified copy of same and my Charter.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours very truly,



Vaughan Kimberling  
5993 Ackard Ave.  
Port St. John, FL 32927  
(321) 633-2305

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**ARTICLES OF INCORPORATION**

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**OF**

**MR. PHOTO, INC.**

**ARTICLE I - NAME**

The name of the corporation is MR. PHOTO, INC.

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

**ARTICLE III - PURPOSES**

This corporation is organized for the purposes of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares at \$ .01 par value, common stock, which shall be designated "Common Shares". One thousand (1000) shares shall be issued initially.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the issued Common Shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind 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.

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 5993 Ackard Ave., Port St. John, FL 32927, and the name of the initial registered agent of this corporation at that address is: Vaughan Kimberling.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is: Vaughan Kimberling of 5993 Ackard Ave., Port St. John, FL 32927.

#### **ARTICLE IX - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office is 5993 Ackard Ave., Port St. John, FL 32927, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

#### **ARTICLE X - INCORPORATOR(S)**

The name and address of the person signing these Articles is: Vaughan Kimberling of 5993 Ackard Ave., Port St. John, FL 32927.

#### **ARTICLE XI - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

## **ARTICLE XII - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the Board of Directors of this Corporation.

## **ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING**

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## **ARTICLE XIV - INDEMNIFICATION**

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

## **ARTICLE XV - AMENDMENT**

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

## **ARTICLE XVI - RESTRICTIONS ON TRANSFER OF STOCK**


Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

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IN WITNESS WHEREOF, the undersigned subscriber/s has/have executed these


Articles of Incorporation this 15<sup>th</sup> day of May, 2002.

  
Vaughan Kimberling  
5993 Ackard Ave.  
Port St. John, FL 32927

**STATE OF FLORIDA  
COUNTY OF BREVARD**

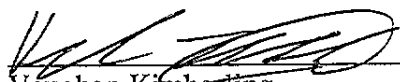
The foregoing Articles of Incorporation was acknowledged before me this 15<sup>th</sup>  
day of May, 2002, by Vaughan Kimberling, who is personally known to  
me or who has produced FL Dr. Lic as identification.

  
Notary Public, State of Florida

 Terry L. Schadler-Richardson  
My Commission CC938528  
Expires May 21, 2004

Having been named as registered agent and to accept service of process for the  
above stated corporation at the place designated in this certificate, I hereby accept the  
appointment as registered agent and agree to act in the capacity. I further agree to comply  
with the provisions of all statutes relating to the proper and complete performance of my  
duties, and am familiar with and accept the obligations of my position as registered agent.

Dated: May 15, 2002

  
Vaughan Kimberling  
5993 Ackard Ave.  
Port St. John, FL 32927