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CRAMER, PRICE & de ARMAS, P.A.

ATTORNEYS AT LAW

1411 EDGEWATER DRIVE, SUITE 100
ORLANDO, FLORIDA 32804

CHARLES W. CRAMER*
R. DAVID de ARMAS
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*ALSO ADMITTED IN GEORGIA

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June 28, 2002

Via overnight mail

Secretary of State
Division of Corporations
409 Gaines Street
Tallahassee, FL 32399

200006128512-6
-07/01/02-01071-030
*****122.50 *****78.75

Re: Proshots Sports Photography, Inc.

To Whom It May Concern:

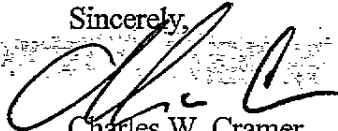
I am enclosing herewith the following items regarding the incorporation of the above referenced corporation, to wit:

1. Original and one copy of Articles of Incorporation;
2. Registered Agent Certificate; and
3. A check payable to the Secretary of State in the amount of \$122.50.

Please file these documents on our behalf and remit the Certificate of Incorporation to the undersigned.

Thank you in advance for your cooperation.

Sincerely,


Charles W. Cramer

CWC/bb

Enclosures

cc: Proshots Sports Photography, Inc.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PROSHOTS SPORTS PHOTOGRAPHY, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a Corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of this Corporation shall be Proshots Sports Photography, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 191 Drennen Road, Suite 507, Orlando, Florida 32806.

ARTICLE III: CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is ten thousand (10,000) shares of common stock having a one dollar (\$1.00) par value.

**ARTICLE IV: INITIAL REGISTERED
OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 1411 Edgewater Drive, Suite 100, Orlando, Florida, 32804. The name of the initial registered agent of this Corporation at that address is Charles W. Cramer.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of this Corporation is:

Charles W. Cramer
1420 Edgewater Drive
Orlando, Florida 32804

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TALLAHASSEE, FLORIDA

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ARTICLE VI: DATES OF EXISTENCE

Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The Corporation's initial Board of Directors shall be the following:

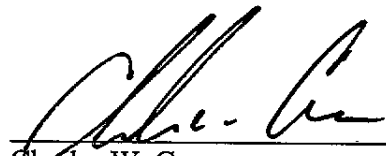
Mark Taulbee
191 Drennen Road
Suite 507
Orlando, Florida 32806

Ken Caeners
191 Drennen Road
Suite 507
Orlando, Florida 32806

ARTICLE VIII: NATURE OF THE BUSINESS

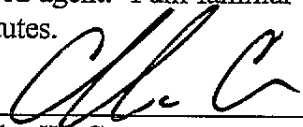
The Corporation shall act as a photography business.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 28th day of June, 2002.



Charles W. Cramer
Incorporator

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, §607.0505 of the Florida Statutes.



Charles W. Cramer
Registered Agent

Date: June 28, 2002