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DEPARTMENT OF STATE
ALLAHASSEE, FLORIDA

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
Donna Newman Photography, Inc.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of *Florida Statute*, Section 607.1006, Donna Newman and Ian McGaffic and certify that:

1. They are the President and Treasurer of Donna Newman Photography, Inc., a Florida for profit corporation.
2. The Articles of Incorporation of the corporation are amended and restated to read as set forth in the attached (the "Amended and Restated Articles of Incorporation").
3. The Amended Articles have been duly approved by the Board of Directors of the corporation.
4. The Amended Articles have been duly approved by the required vote of shareholders on October 9, 2003.

We further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: Oct. 9/03.

Donna Newman,
Donna Newman
President

[Signature]
Ian McGaffic
Treasurer

**Amended and Restated
Articles of Incorporation
For
Donna Newman Photography, Inc.
A Florida for Profit Corporation**

CORPORATION NAME:

Legal Name: Donna Newman Photography, Inc.

PRINCIPAL PLACE OF BUSINESS:

The address where the corporation's principal place of business will be located is:

Street Address: 6760 SE 1st St
City, State, Zip: Ocala, FL 34472
County: Marion
Telephone: (410)905-1085

Mailing Address: 6760 SE 1st St
City, State, Zip: Ocala, FL 34472

BUSINESS ACTIVITIES: This Corporation began on April 22nd, 2002.

The primary activities of the corporation can be described as follows: Any and all lawful activities, including photography services.

GEOGRAPHICAL AREA OF BUSINESS OPERATIONS:

The business will conduct its operations in the following geographical area: State of Florida.

STOCK:

The corporation will authorize the following number of shares: 10,000

The shares will be: no par value

The shareholders will have preemptive rights with respect to additional shares of stock sold by the corporation.

The shareholders will be required to first offer their shares to the corporation before selling to other parties.

FISCAL YEAR:

The fiscal year of the corporation will end each year on October 31.

DIRECTORS:

The following persons will be the initial directors of the corporation:

Name: Donna Newman
Address: 6760 SE 1st St
City, State, Zip: Ocala, FL 34472
Telephone: (305) 401-9691

Name: Ian McGaffic
Address: 6760 SE 1st St
City, State, Zip: Ocala, FL 34472
Telephone: (305) 401-9691

Each director will serve for a term of Five year(s).

The directors will not be personally liable to the corporation or its shareholders for obligations arising out of the performance of the directors' duties.

OFFICERS:

The following persons will be elected to fill the respective offices:

President: Donna Newman
Address: 6760 SE 1st St
City, State, Zip: Ocala, FL 34472
Telephone: (305) 401-9691

Vice President: Ian McGaffic
Address: 6760 SE 1st St
City, State, Zip: Ocala, FL 34472
Telephone: (305) 401-9691

The corporation will defend the directors and officers against lawsuits.

Business transactions between the corporation and its officers and directors will be allowed.

Instruments which relate to an interest in real estate must be signed by the following:

President or Vice-President and Secretary or Treasurer

The officers are authorized to do the following:

- Open a corporate bank account
- Obtain a bank loan
- Elect Subchapter "S" tax status
- Lease office space at 6760 SE 1st St, Ocala, FL from Donna Newman upon such terms as the officers deem appropriate.

Employment agreements will be authorized with the following officers:

Ian McGaffic
Donna Newman

SHAREHOLDERS:

Name: Donna Newman
Address: 6760 SE 1st St
City, State, Zip: Ocala, FL 34472
Telephone: (305) 401-9691
Percentage ownership of corporation: 50.0%

Name: Ian McGaffic
Address: 6760 SE 1st St
City, State, Zip: Ocala, FL 34472
Telephone: (305) 401-9691
Percentage ownership of corporation: 50.0%

INCORPORATOR:

Company Name: Donna Newman
Address: 6760 SE 1st St
City, State, Zip: Ocala, FL 34472
Telephone: (305) 401-9691

PARENT COMPANY

There is no parent company.

VOTING:

All matters that require a vote of shareholders shall be approved by a simple majority vote.

Action may be taken without a meeting if all of the shareholders consent to the action in writing.

An amendment to the bylaws shall be approved by a simple majority vote.

MEETINGS:

Shareholder meetings will be held at the principal place of business unless otherwise specified in a notice to the shareholders.

SEAL:

The corporation will not have a corporate seal.

STOCK CERTIFICATES:

The corporation will not, unless requested, issue stock certificates.

REGISTERED AGENT:

The name and address of the registered agent of the corporation is:

Name: Donna Newman
Address: 6760 SE 1st St.
City, State, Zip: Ocala, FL 34472
Telephone: (305) 401-9691

I hereby am familiar with and accept the duties and responsibilities as Registered Agent

Donna Newman.

Donna Newman
Registered Agent Signature