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August 8, 2002

Florida Department of State  
Division of Corporations  
Attn: New Filings  
409 East Gaines Street  
Tallahassee, FL 32399

FILED  
02 AUG -9 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

600007018746--7  
-08/09/02--01060--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: HOF Photos, Inc.

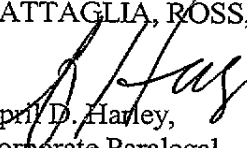
Dear Madam or Sir:

Enclosed please find the original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees (F.S. Sec. 607.0122): Filing Fee for Articles of Incorporation and Designation and Acceptance by Registered Agent, and Certificate of Status... \$78.75

Please file the originals of the enclosed and return a date stamped copy to the undersigned.

Very truly yours,

BATTAGLIA, ROSS, DICUS & WEIN, P.A.

  
April D. Harley,  
Corporate Paralegal

Enclosures

8-13-02  
7

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**HOF PHOTOS, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of the corporation is HOF PHOTOS, INC.

**ARTICLE II**  
**DURATION**

The period of its duration is perpetual.

**ARTICLE III**  
**PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The corporation is authorized to issue one hundred (100) shares of common stock at \$1.00 par value per share.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the corporation's initial registered agent and his office is:

John Giacoletti  
600 Starkey Road, Unit 1304  
Largo, FL 33771

**ARTICLE VI**  
**CORPORATE ADDRESS**

The street address of the initial principal office of the corporation is as follows:

600 Starkey Road, Unit 1304  
Largo, FL 33771

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial director of the corporation is:

Name and Address

John Giacoletti  
600 Starkey Road, Unit 1304  
Largo, FL 33771

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

John Giacoletti  
600 Starkey Road, Unit 1304  
Largo, FL 33771

**ARTICLE IX**  
**AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

**ARTICLE X**  
**INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XI**  
**INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII**  
**AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

**ARTICLE XIII**  
**TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

**ARTICLE XIV**  
**DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XV**  
**DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote

thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which approves such contract or transaction.

#### **ARTICLE XVI** **INFORMAL ACTION OF SHAREHOLDERS**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

#### **ARTICLE XVII** **CORPORATE EXISTENCE**

The effective date of the corporation's existence shall begin on the date of filing.

#### **ARTICLE XVIII** **AFFILIATED TRANSACTIONS**

The corporation elects not to be governed by Section 607.0901, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the 8 day of August, 2002.

John Giacoletti  
JOHN GIACOLETTI, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me personally appeared on this 8th day of Aug, 2002, JOHN GIACOLETTI who is personally known to me or has produced \_\_\_\_\_ as identification, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Incorporator.

April D. Harley  
NOTARY PUBLIC  
PRINT NAME: \_\_\_\_\_

State of Florida (SEAL)

Commission No.:

My Commission Expires



April D. Harley  
Notary Public-State of Florida  
Commission # DD 070002  
Expires Nov. 5, 2005

STATE OF FLORIDA  
COUNTY OF PINELLAS

Having been named as registered agent and to accept service of process for the above stated limited corporation at the address designated herein, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

John Giacoletti  
JOHN GIACOLETTI

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TALLAHASSEE, FLORIDA