

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (950) 205-0381

From:
Account Name : LYONS, BEAUDRY & HARRISON, P.A.
Account Number : I20020000115
Phone : (941) 366-3282
Fax Number : (941) 954-1484

FLORIDA PROFIT CORPORATION OR P.A.

Valkyrie Photographics, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION

OF

VALKYRIE PHOTOGRAPHICS, INC.

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

ARTICLE I. - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation shall be Valkyrie Photographics, Inc., and its principal place of business shall be 2621 Mall Drive, Sarasota, FL 34231.

ARTICLE II. - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock with no par value.

ARTICLE IV. - TERM AND COMMENCEMENT OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. - DIRECTORS

This corporation shall have two (2) directors, initially. The number of directors may be increased or decreased from time to time, by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Laura Roberts	2621 Mall Drive Sarasota, FL 34231
Laurie Lynne Roberts	2621 Mall Drive Sarasota, FL 34231

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ARTICLE VI
INCORPORATOR, REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street address of the registered office of the corporation, and the name and address of each incorporator of this corporation is as follows:

Registered Agent:

R. Craig Harrison

Registered Office:

LYONS, BEAUDRY & HARRISON, P.A.
1605 Main Street, Suite 1111
Sarasota, FL 34236

Incorporator:

Laura Roberts

2621 Mall Drive
Sarasota, FL 34231

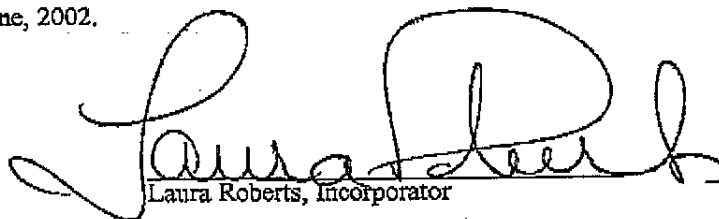
ARTICLE VII. - TRANSFERABILITY OF SHARES

Any and all of the shareholders of this corporation may, from time to time, enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof, and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written or printed upon the certificate representing said shares, and the Bylaws of this corporation may likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE VIII - PRE-EMPTIVE

Each shareholder shall have the right to purchase additional shares of previously or newly authorized but unissued stock of the same or different class and Treasury stock so that the ratio of issued and outstanding shares held by a shareholder to the total number of issued and outstanding shares of stock remains the same as at the date of original issue.


IN WITNESS WHEREOF, the above named Incorporator to these Articles of Incorporation set his hand and seal this 30th day of June, 2002.


Laura Roberts, Incorporator

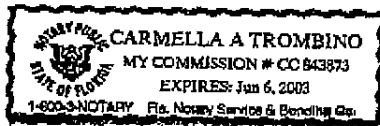
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STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 30th day of June, 2002, by Laura Roberts, who is personally known to me or who produced _____ as identification.


Notary Public
Printed Name CARMELLA A. TROMBINO

My Commission Expires:



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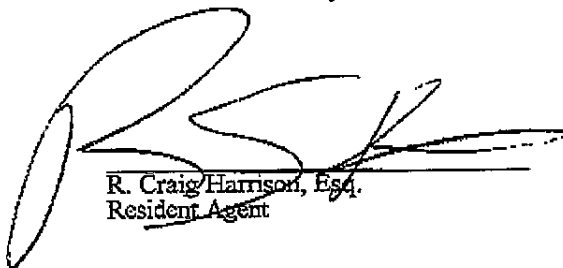
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that Valkyrie Photographics, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Sarasota, County of Sarasota, State of Florida, has named R. Craig Harrison, Esq., Lyons, Beaudry & Harrison, P.A., 1605 Main Street, Suite 1111, Sarasota, FL 34236, County of Sarasota, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



R. Craig Harrison, Esq.
Resident Agent

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