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(Requestor's Name)

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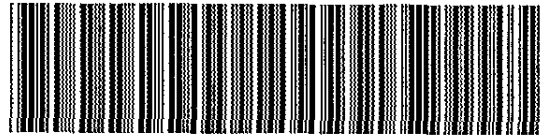
(Business Entity Name)

(Document Number)

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12-25-02

THOMAS E. PRYOR, JR., P. A.
ATTORNEY AT LAW

P. O. Box 2888
ORLANDO, FLORIDA 32802

THOMAS E. PRYOR, JR.

TELEPHONE: (407) 422-1600
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November 27, 2002

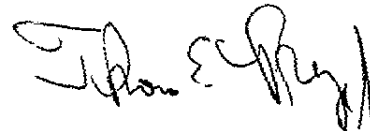
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Mitchell's Photography and Video, Inc.

Dear Sirs:

Enclosed please find the articles of incorporation for the above mentioned company plus a copy. Also enclosed please find a check for \$122.50 for filing. Also please find a self addressed stamped envelope. Please send a stamped copy of the articles to my attention at your earliest convenience. If you have any questions, please contact me.

Sincerely,



Thomas E. Pryor, Jr.

For Charles A. B. Reed

FILED

2002 DEC -2 AM 9:39

CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
IN FLORIDA

ARTICLES OF INCORPORATION
OF
MITCHELL'S PHOTOGRAPHY AND VIDEO, INC.

The undersigned, acting as sole incorporator, does hereby desire to form a corporation pursuant to the Florida Business Corporation Act and does hereby adopt the following Articles of Incorporation:

Article I-Name of Corporation

The name of the corporation shall be **MITCHELLS' PHOTOGRAPHY AND VIDEO, INC.**

Article II-Term of Existence

The corporation shall commence its corporate existence upon the execution of these Articles of Incorporation and shall exist perpetually.

Article III-General Purposes

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any an all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

Article IV-Shares

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any time is One Thousand (1,000) shares. All such share shall be of a single class, designated as common. The par value of each share shall be .01 cents.

Article V-Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 2111 E. Michigan Street, Suite 202, Orlando, Florida 32806 and the name of the initial registered agent of the corporation at that address is Charles A. Barfield.

Article VI-Incorporator

The name and street address of the incorporator of the corporation is:

| <u>Name</u> | <u>Address</u> |
|---------------------|--------------------------------------------------------------|
| Charles A. Barfield | 2111 E. Michigan Street, Suite 202 Orlando, Florida 32806 |

Article VII-Board of Directors

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. The manner of election of the board of directors shall be set forth in the bylaws. The names and mailing addresses of the persons whom shall serve as directors of the Corporation until the first annual meeting of the members are as follows:

| <u>Name</u> | <u>Address</u> |
|------------------------|-----------------------------------------------------|
| Tyrone Mitchell | 415 Morning Glory Drive Lake Mary, Florida 32746 |
| Earnestine D. Mitchell | 415 Morning Glory Drive Lake Mary, Florida 32746 |
| Dorothy Mitchell | 415 Morning Glory Drive Lake Mary, Florida 32746 |

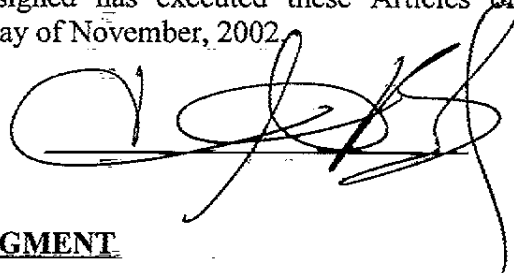
Article VIII-Principal Office; Mailing Address

The location and mailing address of the principal office of the corporation is 415 Morning Glory Drive, Lake Mary, Florida 32746. The location of the principal office shall be subject to change as may be provided in Bylaws duly adopted by the shareholders of the corporation.

Article IX-Indemnification

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

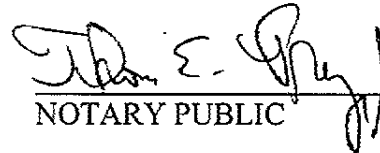
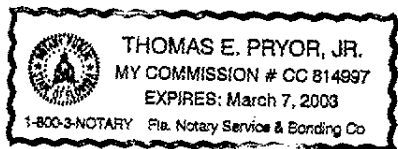
.IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida this 27 day of November, 2002.



ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me by Charles A. Barfield, who is personally known to me or who produced _____ as identification this 27th day of November, 2002.


NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Charles A. Barfield, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby state that he/she is familiar with, and accepts, the obligations imposed pursuant to Section 607.0501 of the Florida Business Corporation Act.

