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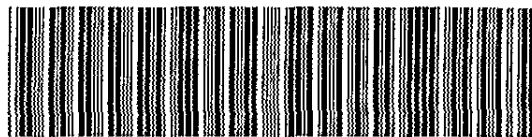
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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T. SMITH MAR 12 2003

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R. SCOTT SHUKER  
RICHARD P. SPENCE

CHRISTOPHER K. KAY  
OF COUNSEL

WRITER'S DIRECT DIAL:

March 6, 2003

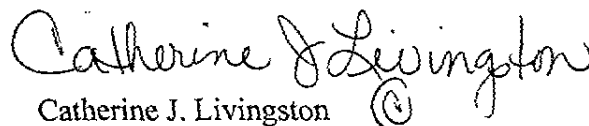
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Chris Livingston Photography, Inc.

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and Certificate Designating Resident Agent for CHRIS LIVINGSTON PHOTOGRAPHY, INC., for filing together with a check in the amount of \$78.75 to cover the filing fee. It would be sincerely appreciated if you would send us a certified copy once the articles are filed.

Very truly yours,

  
Catherine J. Livingston

CJL:nc  
Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**CHRIS LIVINGSTON PHOTOGRAPHY, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and hereby form a corporation under the laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation is CHRIS LIVINGSTON PHOTOGRAPHY, INC.

**ARTICLE II - NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

- a. To engage in any activity or business permitted under the laws of the State of Florida and the United States of America; and
- b. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition; and
- c. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other

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instruments to secure the payment of corporate indebtedness as required; and

d. To purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares at \$1.00 par value.

The consideration to be paid for each share shall be in money, property or services and the amount shall be fixed by the Board of Directors.

### **ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is One Hundred and 00/100 Dollars (\$100.00).

### **ARTICLE V - EFFECTIVE TIME AND DATE OF COMMENCEMENT**

Pursuant to Section 607.0203 the effective date of incorporation is to be at 5:00 p.m. on March 15, 2003.

### **ARTICLE VI - TERM OF EXISTENCE**

The corporation is to exist perpetually.

### **ARTICLE VII - ADDRESS**

The initial street and post office address of the principal office of the corporation is 7670 Country Run Parkway, Orlando, Florida 32818. The Board of Directors may from time to time

move the principal office to any other address in the State of Florida.

#### **ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 390 North Orange Avenue, Suite 600, Orlando, Florida 32801, and the name of the initial registered agent of the corporation at that address is CATHERINE J. LIVINGSTON.

#### **ARTICLE IX - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and address of the initial director of this corporation are:

Christopher Livingston  
7670 Country Run Parkway  
Orlando, Florida 32818

#### **ARTICLE X - INCORPORATOR**

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

Christopher Livingston  
7670 Country Run Parkway  
Orlando, Florida 32818

#### **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XII - SUBSCRIBER**

The name and the post office address of the subscribers to the Articles of Incorporation, the number of shares of stock which they agree to take, and the value of the consideration therefor,

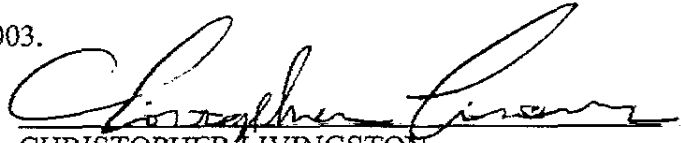
is:

Christopher Livingston                      100 shares  
7670 Country Run Parkway  
Orlando, Florida 32818

**ARTICLE XIII - PRE-EMPTIVE RIGHTS**

Every stockholder, upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

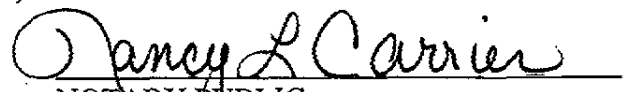
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 3 day of MARCH 2003.

  
CHRISTOPHER LIVINGSTON

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared CHRISTOPHER LIVINGSTON, who is to me personally well known and does not require identification, to be the person described in and who subscribed the above articles of incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orlando, Orange County, Florida, this 3<sup>rd</sup> day of MARCH, 2003.

  
NOTARY PUBLIC  
NANCY L. CARRIER  
(Type or Print Name)

My Commission Expires:



Nancy L. Carrier  
MY COMMISSION # DD085966 EXPIRES  
March 4, 2006  
BONDED THRU TROY FAIN INSURANCE, INC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**

**FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

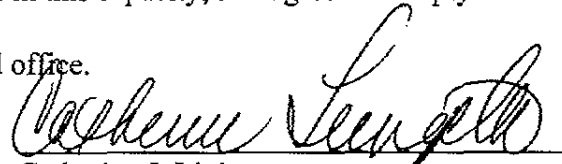
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuant to Chapter 607.05091, Florida Statutes, the following is submitted, in compliance with said act.

First: CHRIS LIVINGSTON PHOTOGRAPHY, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 7670 Country Run Parkway, Orlando, County of Orange, State of Florida, has named CATHERINE J. LIVINGSTON of 390 North Orange Avenue, Suite 600, Orlando, Florida 32801, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

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

  
Catherine J. Livingston

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared CATHERINE J. LIVINGSTON, who is to me personally well known and does not require identification, to be the person described in and who subscribed the certificate designating place of business or domicile for the service of process within Florida naming agent upon whom process may be served, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orlando, Orange

County, Florida, this 3<sup>RD</sup> day of March 2003.

Nancy L. Carrier

NOTARY PUBLIC

NANCY L. CARRIER

(Type or Print Name)

My Commission Expires:



Nancy L. Carrier  
MY COMMISSION # DD085966 EXPIRES  
March 6, 2006  
BONDED THRU TROY PAW INSURANCE, INC.

**FILED**  
03 MAR 10 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA