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STATE
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2003 JUL - 7 AM 10:58

FILED

7/11/03

J. HARRIS RHYNE, P.A.
ATTORNEY AT LAW
701 - 8TH AVENUE WEST
P.O. BOX 67
PALMETTO, FLORIDA 34221

J. HARRIS RHYNE

PHONE
(941) 729-5651
FAX
(941) 723-3808

July 3, 2003

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

RE: Incorporation of SOUTHERN EXPOSURES PHOTOGRAPHY, INC.

Gentlemen:

The documents listed below are forwarded to you with this letter. Please file these documents and process them as needed and return to us one certified copy to our office at P.O. Box 67, Palmetto, Florida 34220.

The enclosed documents are as follows:

1. Original Articles of Incorporation for SOUTHERN EXPOSURES PHOTOGRAPHY, INC.
2. One copy of the Articles of Incorporation for SOUTHERN EXPOSURES PHOTOGRAPHY, INC.
3. Certificate designating a registered agent.

The filing fees and charges are as follows and a check enclosed:

Filing fee for original Articles	\$ 35.00
Cert. copy	\$ 8.75
Filing resident agent form	\$ 35.00

TOTAL \$ 78.75

Sincerely,

J. HARRIS RHYNE

JHR/drz
enclosures

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STATE OF FLORIDA
TALLAHASSEE

2003 JUL - 7 AM 10: 58

ARTICLE OF INCORPORATION
OF
SOUTHERN EXPOSURES PHOTOGRAPHY, INC.

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2003 JUL -7 AM 10:58

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as an incorporator(s) of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE - NAME

The name of the corporation is: SOUTHERN EXPOSURES PHOTOGRAPHY, INC.

ARTICLE TWO - DURATION

The period of duration of the corporation is perpetual.

ARTICLE THREE - PURPOSE

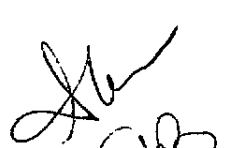
The corporation may transact and engage in any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE FOUR - CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is sixty (60), all of which shall be common shares without par value.

ARTICLE FIVE - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.



ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3726 29th Street East, Palmetto, Florida 34221, and the name of the initial registered agent at such address is SUMMER J. BENTLEY.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

SUMMER J. BENTLEY, 3726 19th Street East, Palmetto, Florida 34221

SHERRIE A. KAHLEY, 420 49th Street East. Lot 7, Palmetto, Florida 34221

ARTICLE EIGHT - INCORPORATORS

The names and addresses of the incorporator(s) signing these articles are:

SUMMER J. BENTLEY, 3726 19th Street East, Palmetto, Florida 34221

SHERRIE A. KAHLEY, 420 49th Street East. Lot 7, Palmetto, Florida 34221

ARTICLE NINE- INDEMNIFICATION

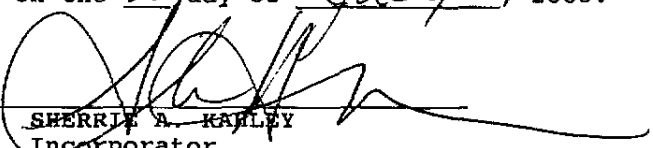
The corporation shall indemnify any Officer or Director or any former officer of director, to the full extent permitted my law.

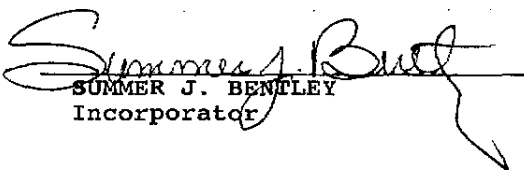
ARTICLE TEN - AMENDMENT

This corporation reserves the rights to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.



IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 30th day of July, 2003.


SHERRIE A. KAHLEY
Incorporator

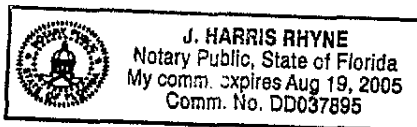

SUMMER J. BENTLEY
Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

On this 30th day of July, 2003, before me, the undersigned officer, personally appeared SHERRIE A. KAHLEY, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purpose therein contained, and an Oath was not taken. (Check one:) ☒ Said person(s) is/are personally known to me. ☐ Said person(s) provided the following type of identification: 6534-250-29-196-0.

NOTARY RUBBER STAMP SEAL

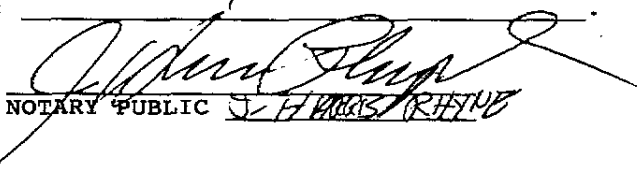

NOTARY PUBLIC J. HARRIS RHYNE

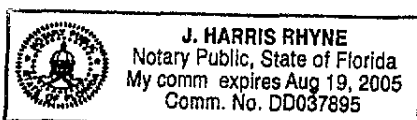


STATE OF FLORIDA
COUNTY OF MANATEE

On this 30th day of July, 2003, before me, the undersigned officer, personally appeared SUMMER J. BENTLEY, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purpose therein contained, and an Oath was not taken. (Check one:) ☐ Said person(s) is/are personally known to me. ☒ Said person(s) provided the following type of identification:

NOTARY RUBBER STAMP SEAL


NOTARY PUBLIC J. HARRIS RHYNE



STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH CHAPTER 48.091, 2nd 607/034 FLORIDA STATUTES:

SOUTHERN EXPOSURES PHOTOGRAPHY, INC., a corporation organizing under the Laws of the State of Florida, with its principal office at 3726 29th Street East, Palmetto, Florida 34221, being in MANATEE County, Florida, has named SUMMER J. BENTLEY as its registered agent to accept service of process within this state. The registered office is located at 3726 29th Street East, Palmetto, Florida 34221

OFFICERS	TITLE	SPECIFIC ADDRESS
SUMMER J. BENTLEY	President	3726 29th Street East Palmetto, Florida 34221
SHERRIE A. KAHLEY	Vice President	3726 29th Street East Palmetto, Florida 34221
SUMMER J. BENTLEY	Secretary	Same as above
SHERRIE A. KAHLEY	Treasurer	Same as above
DIRECTORS:	SAME AS OFFICERS	

Dated 3 July 2003

By: [Signature]
SHERRIE A. KAHLEY
Officer

Dated 3 July 2003

By: [Signature]
SUMMER J. BENTLEY
Officer

ACCEPTANCE:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I Hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 707.325 Florida Statutes.

Dated 3 July 2003

[Signature]
Resident Agent

FILED
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CLERK OF THE
STATE
MANATEE COUNTY
FLORIDA