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JUL 23-03 WED 11:59 AM EMMANUEL SHEPPARD & CONDON FAX NO. 850 434 7163

Division of Corporations

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Account Number : 072720000035
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FLORIDA PROFIT CORPORATION OR P.A.

BIRDWELL PHOTOGRAPHY & MULTIMEDIA, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
BIRDWELL PHOTOGRAPHY & MULTIMEDIA, INC.**

ARTICLE ONE - NAME

The name of the corporation is BIRDWELL PHOTOGRAPHY & MULTIMEDIA, INC.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one (\$1.00) dollar par value common stock.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 2 Star Lake Drive, Pensacola, Florida 32507 with a mailing address of 2 Star Lake Drive, Pensacola, Florida 32507, and the name of the initial registered agent of this corporation at that address is Thomas R. Birdwell, III.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS AND SPECIFIC POWERS

This corporation shall have one (1) 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 (1). The name and address of the initial directors of this corporation is:
Gerald L. Brown, Esq.
Emmanuel, Sheppard & Condon
30 S. Spring Street
Pensacola, FL 32501
(850)433-6581

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NAME

ADDRESS

Thomas R. Birdwell, III

2 Star Lake Drive
Pensacola, Florida 32507

No sale, transfer, conveyance, lease or mortgage of any property of the Corporation shall be effective without the written consent of all directors, and all other actions of the Corporation shall require the approval of all directors.

ARTICLE SEVEN - INCORPORATOR

The name and address of the person signing these Articles is Thomas R. Birdwell, III, 2 Star Lake Drive, Pensacola, Florida 32507.

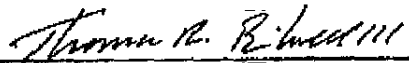
ARTICLE EIGHT - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE NINE - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 22 day of July, 2003.



Thomas R. Birdwell, III, Subscriber

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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.

BIRDWELL PHOTOGRAPHY & MULTIMEDIA, INC.

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

First—that BIRDWELL PHOTOGRAPHY & MULTIMEDIA, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Pensacola, County of Escambia, State of Florida has named Thomas R. Birdwell, III located at 2 Star Lake Drive, City of Pensacola, County of Escambia, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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.



Thomas R. Birdwell, III, Registered Agent

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