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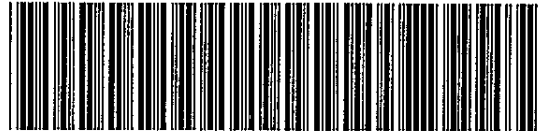
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08-06-03

LAW OFFICES OF

RODNEY G. FAIR, ESQ. P.A.

11906 SANDY RUN
JUPITER, FL 33478
PHONE: (561) 746-8237
FAX: (561) 746-8237

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

July 29, 2003

Re: Articles of Incorporation, for the Newly Formed Corporation CHRISTOPHER LINCOLN
PHOTOGRAPHY & DESIGN, INC.

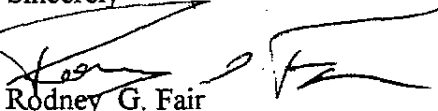
Gentlemen:

I have enclosed the Articles of Incorporation for the above mentioned Corporation, and a check in the amount of \$ 78.75, representing the full payment for filing the Articles of Incorporation, the Designation and Acceptance of the Registered Agent, and the cost to receive a certified copy of the Certificate of Incorporation.

Please return the Articles of Incorporation and the certified copy of the Certificate of Incorporation to the law firm indicated above, in the enclosed envelope.

Thank you for your assistance in this matter.

Sincerely



Rodney G. Fair
Attorney Bar #123017

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

CHRISTOPHER LINCOLN PHOTOGRAPHY & DESIGN, INC.

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida

ARTICLE I

The name of the corporation shall be CHRISTOPHER LINCOLN PHOTOGRAPHY & DESIGN, INC.

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 1230 Gateway Boulevard, Suite 5, County of Palm Beach, State of Florida, 33403. The corporation shall have the power to move the principal office to any other address in the State of Florida, as may be deemed expedient.

The name and address of the initial registered agent of the corporation are, CHRISTOPHER LINCOLN, of 313 4th Street, Jupiter, County of Palm Beach, State of Florida, 33458, and the corporations's principal office is located at 1230 Gateway Boulevard, Suite 5, Lake Park, County of Palm Beach, State of Florida, 33403.

ARTICLE III
DURATION

The period of the corporation's duration shall be perpetual, that is, until the corporation is dissolved by a vote of 2/3 of the shareholders as provided in the by-laws.

ARTICLE IV PURPOSE

This corporation is organized for the following purposes:

This corporation is formed to provide commercial photography products and design assistance to the public by retail sales or to other retailers on the wholesale bases, provide personal consulting, advice and instructions regarding the commercial use and display of photography, graphic designs and art works to the consumers, and other related services regarding and relating to commercial photography and art.

ARTICLE V CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is five hundred (500) shares. These shares shall be of a single class of common stock, and shall have a par value of Ten Dollars and no cent (\$10.00) per share. Each of said shares of stock shall entitle the holder thereof to One (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, or in property, at the fair valuation fixed by the incorporator, or by the board of directors, at a meeting called for such purposes. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE VI CAPITALIZATION

The amount of capital with which the corporation will use to begin this business shall be not less than One Thousand Dollars (\$1,500.00).

ARTICLE VII CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida, including, but not limited to, the following :

To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purpose or objects of this corporation.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specified time or times secured by mortgages or otherwise.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE VIII INCORPORATORS

The name and street address of the subscribers of these articles of incorporation as the incorporators are:

CHRISTOPHER LINCOLN
313 4th Street
Jupiter, Florida 33458

LAURENE LINCOLN
313 4th Street
Jupiter, Florida 33458

ARTICLE IX DIRECTORS

The corporation is to be managed by a board of directors which shall consist of not less than one (1) and not more than five (5), the number of directors shall be fixed by the corporate by-laws. There shall be two directors constituting the initial board of directors; the name and address of the initial director are:

CHRISTOPHER LINCOLN
313 4th Street
Jupiter, Florida 33458

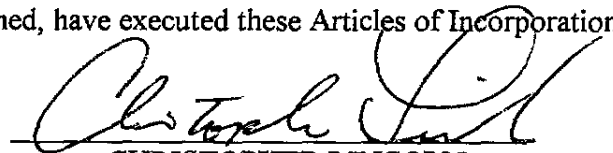
LAURENE LINCOLN
313 4th Street
Jupiter, Florida 33458

The two members of the first board of directors shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified.

ARTICLE X RIGHT TO AMEND, ALTER, CHANGE

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.


CHRISTOPHER LINCOLN


LAURENE LINCOLN

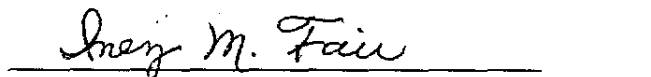
STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS:

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and county named above to take acknowledgements, personally appeared CHRISTOPHER LINCOLN, to me known (Yes No) or who furnished his photo Florida Driver's License (# L524-100-57-170-0) as proper identification to be the person who subscribed to the foregoing Articles of Incorporation; and LAURENE LINCOLN, to me known (Yes No) or who furnished her photo Florida Driver's License (# L524-535-49-642-0) as proper identification to be the person who subscribed to the foregoing Articles of Incorporation, both of whom executed the same, and acknowledged before me that he and she executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal, at Jupiter, County of Palm Beach, Florida, this 29 th day of July, 2003.



Inez M. Fair
Commission # CC 971421
Expires Nov. 7, 2004
Bonded Thru
Atlantic Bonding Co., Inc.


INEZ M. FAIR (Notary Public)
State of Florida at Large
My Commission Expires: Nov. 7, 2004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The Stock subscribers of CHRISTOPHER LINCOLN PHOTOGRAPHY & DESIGN, INC., corporation desiring to organize under the laws of the State of Florida with its principal office at 1230 Gateway Boulevard, Suite 5, Lake Park, County of Palm Beach, State of Florida, 33403, as indicated in the Articles of Incorporation, has named CHRISTOPHER LINCOLN of 313 4th Street, Jupiter, County of Palm Beach, Florida, 33458, as its agent to accept service of process within this State.

ACCEPTANCE BY REGISTER AGENT

Having been named to accept service of process for the CHRISTOPHER LINCOLN PHOTOGRAPHY & DESIGN, INC., corporation, at the place designated in Article II of the these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, she is familiar with and accepts the duties and responsibilities as registered agent for the corporation and she further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of her duties.

Dated this 29th day of July, 2003.


CHRISTOPHER LINCOLN