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DIVISION OF CORPORATIONS  
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490



LAW OFFICES OF  
**HEEKIN & HEEKIN, P.A.**  
4540 Southside Boulevard, Suite 702, Jacksonville, Florida 32216  
Telephone (904) 998-4200 • Facsimile (904) 998-8800

*Via First Class U.S. Mail*

October 17, 2003

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

Re: D & B Aluminum, Inc.  
Debra Dempsey Photography, Inc.

Gentlemen:

Enclosed for filing are original copies of the Articles of Incorporation for D & B Aluminum, Inc., and Debra Dempsey Photography, Inc.

Also enclosed is a check in the amount of \$140.00 to cover the following filing fees:

Filing Fee for each entity	\$35.00
Designation of Registered Agent for each entity	<u>35.00</u>
Total for each entity	\$70.00
Times 2 entities	<u>x2</u>
Overall Total	\$140.00

If you should have any questions concerning this proposed incorporation, please contact my office. Thank you very much for your assistance.

Sincerely,



M. Mark Heekin

Enclosures

**ARTICLES OF INCORPORATION  
OF  
DEBRA DEMPSEY PHOTOGRAPHY, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 OCT 20 PM 3:07

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**ARTICLE I**

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Debra Dempsey Photography, Inc.

Section 1.2 Address. The principal office of the corporation shall be 157 Greencrest Drive, Ponte Vedra, Florida 32082. The mailing address of the corporation shall be P.O. Box 2131, Ponte Vedra, Florida 32004.

**ARTICLE II**

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of voting common stock having a par value of \$1.00 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 4540 Southside Boulevard, Suite 702, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is M. Mark Heekin, Esq.

Section 5.2 Acceptance by Registered Agent. By executing these Articles as incorporator, the registered agent hereby accepts his appointment and agrees to act in this capacity and to comply with the provisions of the Florida Statutes governing same.

**ARTICLE VI**

**DIRECTORS**

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one, or more than ten.

Section 6.2 Initial Directors. The name and street address of the member of the first board of directors of the corporation is:

<u>Name</u>	<u>Address</u>
Debra Dempsey	P.O. Box 2131 Ponte Vedra, Florida 32004

Section 6.3 Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4 Indemnification. The corporation shall indemnify directors and officers to the full extent permitted by law.

**ARTICLE VII**

**BYLAWS**

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

**ARTICLE VIII**  
**INCORPORATION**

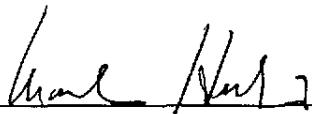
Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

<u>Name</u>	<u>Address</u>
Mark Heekin	4540 Southside Boulevard, Suite 702 Jacksonville, Florida 32216

**ARTICLE IX**  
**AMENDMENT**

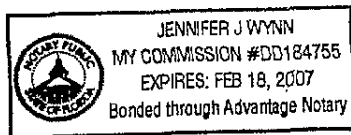
Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the incorporator has executed these Articles the 16<sup>th</sup> day of October, 2003.

  
\_\_\_\_\_  
Mark Heekin

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of October, 2003, by Mark Heekin, who is personally known to me ~~or has produced~~ \_\_\_\_\_ as proof of identification.



  
\_\_\_\_\_  
Notary Public  
Printed Name \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_