

P04H0000323

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

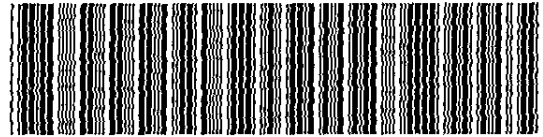
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300025717993

12/30/03--01034--006 **128.75

RECEIVED
03 DEC 30 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
04 JAN -2 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/2/03

Sunstate Research

Requester's Name

Address

City/State/Zip

Phone #

656-5454

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Teger Photographics Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



Walk in



Pick up time



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS



Profit



Not for Profit



Limited Liability



Domestication



Other

AMENDMENTS



Amendment



Resignation of R.A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal



Merger

OTHER FILINGS



Annual Report



Fictitious Name

REGISTRATION/QUALIFICATION



Foreign



Limited Partnership



Reinstatement



Trademark



Other ~~Domestic~~

Examiner's Initials

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JAN -2 PM 2:48

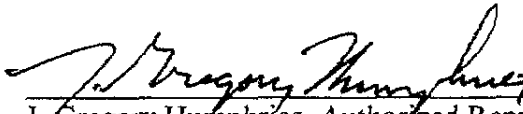
FILED

CERTIFICATE OF DOMESTICATION

The undersigned, J. Gregory Humphries, Authorized Representative of Teger Photographics Inc., a foreign corporation, in accordance with F.S., 607.1801 does hereby certify:

1. The date on which the Corporation was first formed was January 7, 1999.
2. The jurisdiction where the above named Corporation was first formed, incorporated, or otherwise came into being was New York.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was Teger Photographics Inc.
4. The name of the Corporation, as set forth in its Articles of Incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this Certificate is Teger Photographics Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the Corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was 24 Plochmann Lane, Woodstock, New York 12498.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am an Authorized Representative of Teger Photographics Inc. and I am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 29th day of December 2003.


J. Gregory Humphries, Authorized Representative

Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

**ARTICLES OF INCORPORATION
OF
TEGER PHOTOGRAPHICS INC.**

04 JAN -2 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State 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

Name

The name of this corporation is TEGER PHOTOGRAPHICS INC., and its principal place of business and mailing address is 300 South Orange Avenue, Suite 1000, Orlando, Florida 32801-5403.

ARTICLE II

Existence of Corporation

This corporation shall begin existence on January 1, 2004 and shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring, at his death, shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 1500 Miami Center, 201 Biscayne Boulevard (JGH), Miami, Florida 33131, and the name of the corporation's registered agent is Corporation Company of Miami. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Indemnification

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII

Incorporator

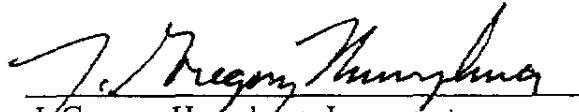
The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
J. Gregory Humphries, Esq.	300 South Orange Avenue, Suite 1000 Orlando, Florida 32801-5403

ARTICLE IX
Amendment of Articles of Incorporation

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 statute, and all rights conferred upon the stockholders herein are subject to this reservation.

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


J. Gregory Humphries, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted: **TEGER PHOTOGRAPHICS INC.** (the "Corporation"), desiring to organize as a domestic corporation under the laws of the State of Florida has named and designated Corporation Company of Miami as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1500 Miami Center, 201 Biscayne Boulevard (JGH), Miami, Florida 33131.

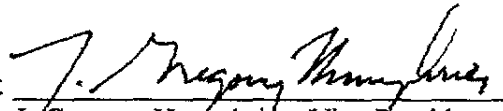
ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 29th day of December, 2003.

CORPORATION COMPANY OF MIAMI

By:


J. Gregory Humphries, Vice President

FILED
04 JAN -2 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA