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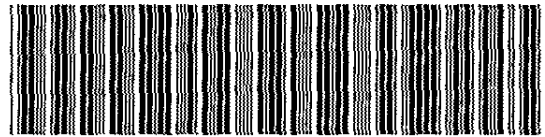
(Business Entity Name)

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RECEIVED
DIVISION OF CORPORATION

04 MAY 17 AM 10:17

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666, Fax (850) 222-1666

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5/17/04 Linda

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Articles

1.) *Kandid Kids Photography Inc.*
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KANDID KIDS PHOTOGRAPHY INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: KANDID KIDS PHOTOGRAPHY INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 5102 South West Shore Boulevard, Suite 2W, Tampa, Florida 33611.

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time are:
1,000 shares of common stock with no par value.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: David Nakamura and the mailing address of its initial agent is: 7707 Leon Avenue, Tampa, Florida 33637.

ARTICLE V

INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):
Elizabeth Shewell, 701 Renner Road, Wilmington, Delaware 19810.

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ARTICLE VI

DURATION

The duration of the corporation shall be perpetual.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2).

The name and address of the people who are to serve as members of the initial board of directors of the corporation are as follows:

David Nakamura, 7707 Leon Avenue, Tampa, Florida 33637

Marsha Olson, 7707 Leon Avenue, Tampa, Florida 33637

The undersigned incorporator has executed these Articles of Incorporation this eleventh day of May 2004.



Elizabeth Shewell, President
Corporate Consulting Ltd.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: KANDID KIDS PHOTOGRAPHY INC.
2. The name and address of the registered agent and office is:

Name

Address

David Nakamura 7707 Leon Avenue, Tampa, Florida 33637

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



David Nakamura

May 10, 2004

(Date)

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