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PICK-UP

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(Business Entity Name)

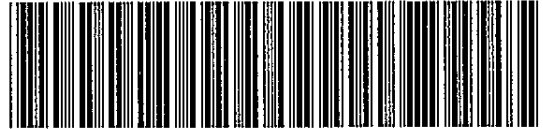
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41 7/23

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Special Moments Photography, Inc

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____

**ARTICLES OF INCORPORATION
OF
SPECIAL MOMENTS PHOTOGRAPHY, INC.**

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ARTICLE I. - NAME:

The name of the Corporation shall be Special Moments Photography, Inc.

ARTICLE II. - DURATION:

This corporation shall have perpetual existence.

ARTICLE III. - PROPOSE:

This corporation is organized for the purpose of transacting any and all lawful businesses of the United States and State of Florida.

ARTICLE IV. - CAPITAL STOCK:

This corporation is authorized to issue One Thousand (1000) shares of preferred stock having a par value of One Dollar (\$1.00) per share, having unlimited voting rights and being entitled to receive net assets of the corporation upon distribution or dissolution and is authorized to issue One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share, having no voting rights and being entitled to receive the net assets of the corporation upon distribution or dissolution.

ARTICLE V. - INDEMNIFICATION:

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

ARTICLE VI. - BYLAWS:

The Board of Directors shall adopt the initial Bylaws. The power to alter, amend or repeal the Bylaws, or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE VII. - INFORMAL SHAREHOLDER ACTION:

The holders of not less than a majority of the issued and outstanding shares of the voting stock, of the corporation, may act by written agreement, without a meeting, as provided in Florida Statutes section 607.0702 and the Bylaws.

ARTICLE VIII. - PRE-EMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this corporation, of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others. This right is waived by any holder of said stock who does not exercise said right and pay for the stock available for purchase, pursuant to such preemptive rights, within seven (7) days of the shareholders receipt of written notice, from this corporation, stating the price, terms, and conditions of the issue of shares and inviting the shareholder to exercise the preemptive

ARTICLE IX. - AFFILIATED TRANSACTION RULES:

The Affiliated Transaction Rules contained in Section 607.0901, Florida Statutes shall not apply to this Corporation.

ARTICLE X. - INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this corporation is 624 North Lake Blvd., Tarpon Springs, Florida 34689. The name of the initial registered agent is Tonya Brescia.

ARTICLE XI. - BOARD OF DIRECTORS:

The corporation shall have one director initially. The Director(s) of the corporation shall be elected by a majority of the shares entitled to vote. The Number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

TONYA BRESCIA
624 NORTH LAKE BLVD.
TARPONS SPRINGS, FLORIDA 34689

ARTICLE XII. - INCORPORATOR:

The name and address of the Incorporator signing these Articles of Incorporation is

TONYA BRESCIA
624 NORTH LAKE BLVD.
TARPONS SPRINGS, FLORIDA 34689

ARTICLE XIII. - AMENDMENT:

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.

ARTICLE XIV. - MAILING ADDRESS:

The address of the Corporation shall be:

TONYA BRESCIA
624 NORTH LAKE BLVD.
TARPONS SPRINGS, FLORIDA 34689

IN WITNESS WHEREOF, the undersigned subscriber, has executed these Articles of Incorporation on this 19th day of JULY, 2004.

Tonya Brescia
Tonya Brescia

State of Florida }
County of PINELLAS }

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Tonya Brescia, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 19th day of JULY, 2004.

Martine Moore
Signature of Notary



Martine Moore
MY COMMISSION # DD125441 EXPIRES
August 24, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

Print, Type or Stamp of Commissioned
Name of Notary Public.

ACCEPTANCE OF REGISTERED AGENT

I, Tonya Brescia, appointed pursuant to Article X of the Articles of Incorporation of Special Momnets Photography, Inc., do hereby accept that appointment as Registered Agent for said corporation.

Tonya Brescia
Tonya Brescia

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