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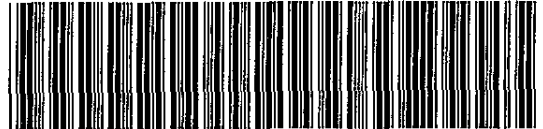
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J. Shivers MAY 12 2005

THERESA A. RETH
Attorney at Law
108 North Magnolia Avenue
Suite 103B
Ocala Florida 34475
(352) 732-7878
fax: (352) 732-7443

May 10, 2005

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

RE: ARTICLES OF INCORPORATION

Dear Sirs:

Enclosed please find Articles of Incorporation for **AVALON PORTRAIT STUDIO & GALLERY INC.** along with Mr. Rivera's check in the amount of \$78.75.

This check covers the cost of filing as well as for a certified copy of same confirming the filing. Please send the certificate to this office.

Thank you.

Very truly yours,


THERESA A. RETH

TAR/ga
Encl. (2)
cc: Client

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ARTICLES OF INCORPORATION
OF
AVALON PORTRAIT STUDIO AND GALLERY, INC.

The undersigned subscriber, Peter F. Rivera natural person competent to contract, acting as incorporator of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Statutes of the State of Florida adopt the following Articles of Incorporation:

ARTICLE 1.

Name

1.1) **Name.** The name of the Corporation is AVALON PORTRAIT STUDIO AND GALLERY, INC.

ARTICLE 2.

Purposes and Powers

2.1) **Purposes.** The purposes for which the Corporation is organized are as follows:

(a) To conduct a photography studio and retail store including, but not limited to, providing complete portrait and photography services, enhancement and restoration of photography services, provide editorial and commercial photography services, and sell retail frames, portfolio, and all manner of photography products.

2.2) **Statutory Powers.** Subject to any specific written limitations or restrictions imposed by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the purposes set forth in

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Section 2.1 of this Article 2, the Corporation shall have and exercise all the powers specified in the Statutes of the State of Florida.

2.3) Specific Powers. Subject to any specific written limitations or restrictions imposed by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the purposes set forth in Section 2.1 of this Article 2, the Corporation shall have and exercise the following specific powers:

(a) To Appoint Officers and Agents. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(b) To Act as Agent. To act in the State of Florida and in any state, territory, district, or possession of the United States or in any foreign country, in the capacity of agent or representative for any individual, association, corporation or other legal entity.

(c) To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey, mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(d) To Deal in Personal Property Generally. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, manage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(e) To Deal in Securities Generally. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, sue, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interest in, or

obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof.

(f) To Deal In Its own Securities. To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of the shares of the Corporation, but it shall not purchase, either directly or indirectly, its own shares except as otherwise permitted by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation.

(g) To Deal In Charters, Licenses and Memberships. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease, sell convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits, whether indeterminate or otherwise, certificates of convenience and necessity, certificates of authority, membership, seats on commodity and other exchanges, and other authorizations necessary lawfully to accomplish the purposes set forth herein.

(h) To Deal In Inventions, Copyrights and Trademarks. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications therefore, licenses, formulas, privileges, processes, copyrights and applications therefore, and trade-names and applications therefore.

(i) To Deal In Good Will. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association or corporation heretofore or hereafter engaged in business.

(j) **To Enter Into Profit Sharing Arrangements and Partnerships.** To enter into any lawful arrangements for sharing profits, union of interest, reciprocal association, or cooperative association, with any corporation, association, partnership, individual or other legal entity, for the carrying on of any business, the purpose of which is similar to the purposes set forth herein, and to enter into any general or limited partnership the purpose of which is similar to the purposes set forth herein.

(k) **To Make Contracts.** To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

(l) **To Execute Guaranties.** To make any guaranty respecting stocks, dividends, securities, indebtedness, interests, contracts or other obligations created by an individual, partnership, association, corporation or other entity, to the extent that such guaranty is made pursuant to the purposes set forth herein.

(m) **To Borrow Funds.** To borrow or raise monies for any of the purposes of the Corporation set forth herein and, from time to time, without limitation as to amount: To execute, accept, endorse and deliver, as evidence of such borrowing, all kinds of securities including but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidence of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance or assignment in trust of the whole or any part of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(n) **To Lend Funds Generally.** To lend money for any of the purposes set forth herein, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested.

ARTICLE 3.

Capital Stock

3.1) Number of Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is 100 shares of Common Stock, having a par value of \$10.00 per share.

3.2) Right and Method of Voting. At every meeting of the stockholders, every holder of the Common Stock of the Corporation shall be entitled to one (1) vote for each share of Common Stock standing in his name on the books of the Corporation. At each election for Directors, every holder of the Common Stock of the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

3.3) Payments for Shares. The consideration for the issuance of the Common Stock for the Corporation may be paid, in whole or in part, in money or other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment for the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. In the absence of fraud in the transaction, the judgment of the Board of Directors or the stockholders, as the case may be, as to the value of the consideration

received for such shares shall be conclusive. No certificate shall be issued for any share until such share is fully paid.

3.4) Dividends. The holders from time to time of the Common Stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, from the net earnings capital, of the Corporation, but not otherwise, dividends payable either in cash, in property or in shares of the Common Stock of the Corporation.

3.5) Preemptive Rights. The holders from time to time of the Common Stock of the Corporation shall have the preemptive right to purchase at such respective equitable prices, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the Common Stock of the Corporation as may be issued from time to time, over and above the issue of the first shares of the Common Stock of the Corporation which have never previously been sold. Such preemptive right shall apply to all such shares issued after such first shares, whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation, and shall be exercised in the respective ratio which the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE 4.

Initial Capital

4.1) Initial Capital. The amount of capital with which the Corporation will begin business is \$1,000.00.

ARTICLE 5.

Period of Duration

5.1) Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE 6.

Address

6.1) Address. The initial address of the Corporation in the State of Florida is 2045-C NE 2nd Street, Ocala FL 34470. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE 7.

Data Respecting Directors

7.1) Initial Board of Directors. The initial Board of Directors shall consist of ONE person, who need not be resident(s) of the State of Florida nor stockholder of the Corporation. The initial Board of Directors shall hold the organizational meeting of the Corporation.

7.2) Name and Address. The name and address of the members of the initial Board of Directors, who shall serve until the first annual meeting of the stockholders or until their successors shall have been elected and qualified, are:

Peter F. Rivera, 2045-C NE 2nd Street, Ocala FL 34470

7.3) Increase or Decrease of Directors. The number of Directors may be increased or decreased from time to time by amendment of the By-Laws, but no decrease

shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than one (1)

ARTICLE 8.

Subscriber

8.1) **Subscriber.** The name and address of the subscriber to these Articles of Incorporation :

Peter F. Rivera

2045-C NE 2nd Street, Ocala FL 34470

ARTICLE 9.

Provision for Regulation of the Internal

Affairs of the Corporation

9.1) **Meetings of Stockholders.** Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Florida, as may be provided in the By-Laws. In the absence of any such provisions, all meetings shall be held at the principal office of the Corporation.

9.2) **Meetings of Directors.** Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Florida.

9.3) **By-Laws.** The Initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to amend, alter or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent

with the provisions of Chapter 607 of the Florida Statutes or other law, or these Articles of Incorporation.

9.4) To Whom Shares May be Sold. Subject to the provisions of Section 3.5 of Article 3 of these Articles of Incorporation, any of the shares of the Corporation may be issued, sold or otherwise disposed of by it from time to time to such persons, corporations or other legal entities, as the Board of Directors of the Corporation may determine.

9.5) Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm in which one or more of its Directors is a member or employee or in which they are interested, or between the Corporation and any corporation or association in which one or more of its Directors is a stockholder, member, director, officer or employee, or in which they are interest, shall be valid for all purposes notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors who shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present but not to be counted in calculating the majority necessary to carry such vote. This Section shall not be construed so as to invalidate any contract or other

transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE 10.

Amendments

10.1) Amendments to Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any other applicable statute of the State of Florida and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted subject to this reservation.

ARTICLE 11.

Designation of Registered Agent

11.1) Registered Agent. The Registered Agent of the Corporation and his address, until proper notification of change thereof is given to the Secretary of State of the State of Florida, shall be Peter F. Rivera , and the address of its Initial Registered Office shall be 2045-C NE 2nd Street, Ocala FL 34470.

ARTICLE 12.

12.1) The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, Peter F. Rivera, the undersigned, executed this Articles of Incorporation for the uses and purposes herein stated.



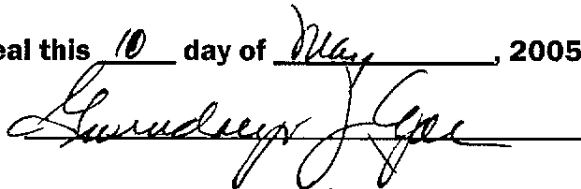
Peter F. Rivera
SS: 097-54-9493

STATE OF FLORIDA

COUNTY OF MARION

I hereby certify that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared Peter F. Rivera, to me known to be the person described as Subscriber in and who produced a driver's license as identification, executed the foregoing Articles of Incorporation, and he acknowledge before me that he subscribed to these Articles of Incorporation and who [x] did [] did not take an oath.

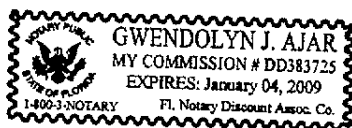
WITNESS my hand and official seal this 10 day of May, 2005.



Notary Public, State of Florida

My commission expires: 2009

(Seal)



ACCEPTANCE

I hereby accept appointment as Registered Agent of the above-named Corporation, and agree to serve as such until my successor shall have been named by the Directors of the Corporation and the proper department of the State of Florida notified thereof.



Peter F. Rivera

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