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(Requestor's Name)

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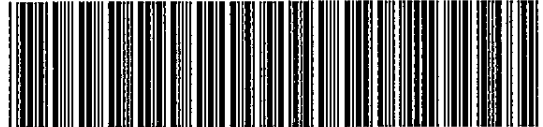
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Burch MAY 23 2005

CAPITAL CONNECTION, INC.

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

*Key West Fine Art Photography
and Printing, 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

Key West Fine Art Photography and Printing, Inc.

This is to certify that the undersigned subscriber, competent to contract, does hereby establish a corporation under and by virtue of the provisions of Chapter 607, Title XXXVI, Florida Statutes and amendments thereof, for the purposes and under the corporate name hereinafter mentioned, and to that end, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be:

Key West Fine Art Photography and Printing, Inc.

The principal place of business of this corporation shall be:

Key West Fine Art Photography and Printing, Inc.
1130 Duval Street
Key West, Florida 33040

The mailing address shall be:

Key West Fine Art Photography and Printing, Inc.
1130 Duval Street
Key West, Florida 33040

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TALLAHASSEE, FLORIDA

This corporation may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in

any and all foreign countries, and may have one or more offices in any of the said places of business.

ARTICLE II DURATION

The corporation shall exist in perpetuity.

ARTICLE III PURPOSE

This corporation has been formed for the purpose of any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE IV REGISTERED AGENT AND OFFICE

The name of the initial registered agent for the corporation shall be:

ALAN KENNISH, a resident of the State of Florida.

The street address of the initial Registered Agent of the corporation and Registered Office of the corporation is:

Alan Kennish, Registered Agent
Key West Fine Art Photography and Printing, Inc.
1130 Duval Street
Key West, Florida 33040

ARTICLE V CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is Five Hundred (500) shares of common stock having a par value of ONE (\$1.00) DOLLAR per share, which shall be designated "Common Shares."

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than TEN (10) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporator(s) at the organizational meeting. Fractional shares of stock may be issued.

Any amount of shares of stock authorized to be issued, but not specifically subscribed for or otherwise issued, shall be kept by the corporation as Treasury Stock.

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, each having one vote. Stockholders of the corporation shall have a preemptive right to purchase treasury or unissued capital stock of the corporation and to vote their shares on a cumulative basis for the election of the board of directors.

There shall be a provision in the By-Laws of the corporation providing that in the event any stockholder of this corporation shall choose to sell any of his shares of stock, that the offer of sale shall first be made to the corporation, in writing, and shall be open for at least sixty (60) days, with valuation based on the formulation set forth in the By-Laws, or on current book value as determined by the accountant, if the By-Laws fail to provide the method of valuation.

There shall be a provision in the By-Laws of the corporation providing that said corporation shall elect under the provisions of Section 1362, Internal Revenue Code, to be treated as a "small business corporation" for income tax purposes, (i.e. "S Corporation" Election).

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The business of said corporation shall be conducted by a Board of Directors. The corporation shall have One (1) Director initially. The number of Directors may be increased from time to time by the By-Laws adopted by the corporation and the following officers, to-wit: A President, a Vice-President, a Secretary, and a Treasurer, may be held by one and the same person. The member(s) of said Board of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the said officers shall be elected by the Board of Directors at a meeting to be held immediately after the adjournment of the annual stockholders meeting. The names and address of the initial Director who is to conduct the business of the corporation and who shall hold office for the first year of the corporation, or until successors are elected, is as follows:

Alan Kennish, President and Treasurer
Key West Fine Art Photography and Printing, Inc.
1130 Duval Street
Key West, Florida 33040

**ARTICLE VII
INCORPORATORS**

The name and street address of the subscriber to these Articles of Incorporation is:

Alan Kennish
Key West Fine Art Photography and Printing, Inc.
1130 Duval Street
Key West, Florida 33040

**ARTICLE VIII
AMENDMENTS**

These Articles of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of

a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

**ARTICLE IX
COMMENCEMENT OF CORPORATE EXISTENCE**

Corporate existence shall be deemed to commence on the date of acknowledgment of these Articles of Incorporation by the Secretary of State.

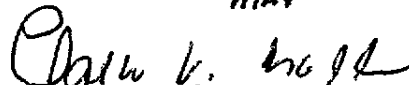
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of February 2005.


Alan Kennish

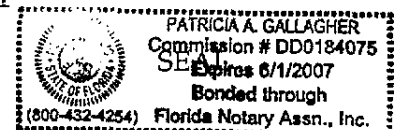
STATE OF FLORIDA)
COUNTY OF MONROE)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, Alan Kennish, personally known to me or who provided FL DL Lic as identification to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of MAY 2005.


Print Name: Patricia A. Gallagher
Notary Public, State of Florida

My Commission Expires: 06/01/07



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT
FOR ACCEPTING SERVICE OF PROCESS WITHIN STATE OF FLORIDA FOR**

Key West Fine Art Photography and Printing, Inc.

IN COMPLIANCE WITH Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

Key West Fine Art Photography and Printing, Inc., a corporation desiring to organize and qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, to wit; 1130 Duval Street, Key West, Florida 33040, has named as its resident agent for receiving service of process within the State of Florida:

Alan Kennish, Registered Agent
Key West Fine Art Photography and Printing, Inc.
1130 Duval Street
Key West, Florida 33040

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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF MONROE)

BEFORE ME, this day personally appeared Alan Kennish who being first duly sworn, deposes and says that having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, he hereby accepts said designation as resident agent on behalf of Key West Fine Art Photography and Printing, Inc. and acknowledges that he is over the age of 21 years, a resident of the State of Florida and that he will accept service of process on behalf of said corporation and will accept the same at 1130 Duval Street, Key West, Florida 33040

FURTHER, he agrees to comply with the provisions of all statutes relative to the proper performance of a registered agent.

Alan G. Kennish

Alan Kennish
Registered Agent for
Key West Fine Art Photography and Printing, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of February, 2005

Patricia A. Gallagher
Print Name: Patricia A. Gallagher
Notary Public, State of Florida

My Commission Expires:

06/01/07

