

MRD  
9/7

August 23, 2005

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

RE: DVD Photos, Inc.


To Whom It May Concern:

Enclosed are an original and one copy of the articles of incorporation to be processed and certified in the name of the above corporation.

Also you find enclosed a check in the amount of \$78.75 to pay the filing fees and certified copy. Please return the certified copy in the attached returned envelope.

Thank you in advance for your cooperation in this matter. If you have any questions, please do not hesitate to call me at 305-743-2366.

Sincerely,



Jane Sammons

**ARTICLES OF INCORPORATION  
OF**

**DVD Photos, Inc.**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 SEP -6 PM 12: 01

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is:

DVD Photos, Inc.

**ARTICLE II - ADDRESS**

The street address of the initial registered office <sup>and principal place of business.</sup> of this corporation is

The name of the initial registered agent of this corporation at the aforesaid street address is: Jane Sammons 20099 SEADALE CT  
ESTERO, FL 33928

**ARTICLE III - NATURE OF BUSINESS**

The purpose or purposes for which the corporation is organized is to operate photography business permitted under the Law of the State of Florida and of the United States of America; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company, a building and loan association, mutual life insurance association, cooperative association, fraternal benefits society, state fair or exhibition.

**ARTICLE IV - CAPITAL STOCK**

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is Fifty Thousand (50,000) shares of common stock, all of which are to be of One Dollar (\$1.00) par value each.

The consideration for the issuance of the aforementioned shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the corporation. Shares may not be issued until the full amount of the consideration for which the shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable and exempt from assessment.

**ARTICLE V – DIRECTORS**

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws adopted by the Stockholders.

**ARTICLE VI – INITIAL DIRECTORS**

The name and street address of the Members of the First Board of Directors who shall hold office until their successors are elected and qualified, are as follows:

Jane Sammons  
20099 SEADALE CT  
ESTERO, FL 33928

**ARTICLE VII – SUBSCRIBERS**

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

Jane Sammons  
20099 SEADALE CT  
ESTERO, FL 33928

**ARTICLE VIII – TERM OF EXISTENCE**

This Corporation is to exist perpetually.


**ARTICLE IX – INDEMNIFICATION**

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE X – AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholders' meeting by a majority of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

.....  
Having been named as register agent for the above stated corporation herby is familiar with and accepts the duties and responsibilities as registered agent and agreed to act in this capacity.

  
Signature/Registered Agent

Date

8/28/05


  
Signature/Incorporator

Date

8/28/05

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FL  
05 SEP - 6 PM 12:01

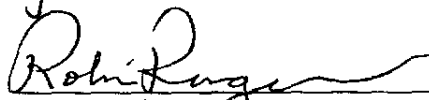
IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation this 28<sup>th</sup> day of August, 2005.

  
Jane Sammons  
Incorporator/Director

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF MONROE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared, Jane Sammons, know to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my and affixed my official seal, in the state and county aforesaid, this 28<sup>th</sup> day of August, 2005.

  
Notary Public

My Commission Expires:



Robin Ringemann  
Commission #DD298081  
Expires: Mar 08, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc