

# PO600010054290

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TALLAHASSEE, FLORIDA

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## FLORIDA PROFIT/NON PROFIT CORPORATION

### JEM PHOTO STUDIO, CORP

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF**

**JEM PHOTO STUDIO, CORP**

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Law of Florida.

**ARTICLE I. NAME**

The name under which this corporation will conduct its business and be known and recognized is:

**JEM PHOTO STUDIO, CORP**

**ARTICLE II - ADDRESS**

The initial place of business address of this Corporation in the State of Florida is:

1942 West 60<sup>th</sup> St  
Hialeah, Florida 33012

**ARTICLES III. - NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be:

**PHOTOGRAPHY SERVICES**

Any and all activities permitted under the Laws of the State of Florida and the United States of America.

**ARTICLES IV. - CAPITAL STOCK**

The maximum number and class of shares of stock that this Corporation is authorized to have outstanding any one time are One Hundred (100.00) at 1.00 per value.

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation, neither promissory notes nor future services shall constitute payment for the issuance of shares.

All the aforementioned stocks to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquired uninsured or treasure shares or convertible securities.

*Josefina Decamps*  
Prepared by Josefina Decamps  
Infinity Travel & Services

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#### ARTICLES V. - TERM OF EXISTENCE

This Corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the effect takes places.

#### ARTICLES VI. - SHAREHOLDER

Shareholders meeting will take place once a year or within the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend, or repeal corporate by-laws or they may vest such responsibilities on the board of Directors.

#### ARTICLES VII. - DIRECTORS

This Corporation shall have ONE (1) Director initially. The numbers of Directors may be increased or decrease from time to time in such manner as may be prescribed by the Bylaws, but shall never be less than one (1).

The Corporation shall indemnify and hold harmless each person who serves at the request of this Corporation, as a Director or Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or Officer of the Corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other rights to which he may be lawfully entitled nor shall anything herein contained restrict the right of the Corporation to indemnify reimbursed such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidate by the fact that any of the director individually, or any firm of which any directors or officers or such other corporation, any director may be a member, may be a party to, or may peculiarly or otherwise interested in any contract or transaction of the Corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been know to be Board of Directors such members thereof as shall be present at any meeting of the Board

at which action upon any contract or transaction shall be taken; and any Directors such members thereof as shall be present at any meeting of the Board at which action upon any contract or transaction shall be taken; and any Director if the Corporation who is also a director or officer such other Corporation which shall authorized any such contracts or transaction, with the like force and effect as if he were not such director or officer of such other Corporation or not so interested.

#### ARTICLE VIII. – OFFICER(S), DIRECTOR(S)

The name(s) and street address (es) of the initial officer(s) and Director(s), if any who shall hold office the first year of the Corporation existence or until their successors(s) is (are) elected to these Articles of Incorporation is (are):

JOSE EMILIO MARTINEZ

100 STOCKS

IN WITNESS WHERE OF, the undersigned incorporator(s) has executed this Article of Incorporation these 13<sup>TH</sup> days of April, 2006.

Signature(s) of Incorporator(s)



JOSE EMILIO MARTINEZ  
-PRESIDENT

#### ARTICLE IX. – SUSCRIBER

The name and post office address of each subscriber of these articles of Incorporation is:

JOSE EMILIO MARTINEZ  
1942 West 60<sup>th</sup> St  
Hialeah, Florida 33012  
President

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#### ARTICLE X. – AMENDMENT

This Article of Incorporation may be amended in any or as many respect as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitles to vote thereon.

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Restate articles of Incorporation may be adopted: **IN WITNESS WHEREOF**, the parties to these Articles of Incorporation has hereunto set their hands as seals these 13th days of April, 2006.

**CERTIFICATE DESIGNATION  
OF REGISTERED AGENT/ REGISTERED OFFICER**

Pursuant to the provisions of Section 607.325, Florida statutes, Corporation, organized under the laws of laws of State of Florida following statement in designating the registered officer/register State of Florida.

1. - The name of the Corporation:

**JEM PHOTO STUDIO, CORP**

2. - The name and address of the registered agent is:

JOSE EMILIO MARTINEZ  
1942 WEST 60<sup>TH</sup> ST  
HIALEAH FLORIDA 33012

Having been named as Registered Agent and to accept service the above stated Corporation at place designated in this certificate accepts the following appointment as Registered Agent and agree to act in further agree to comply with the provisions of all statutes relate and complete performance of my duties, and I am familiar with obligations of my position as Registered Agent.

  
Registered Agent signature

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