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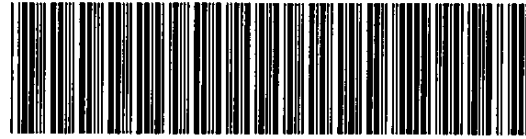
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TALLAHASSEE, FLORIDA

J. Shivers OCT 05 2006

LAW OFFICES

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October 3, 2006

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

Re: Articles of Incorporation of
The Barefoot Photojournalist, Inc.
Our File No. 501842.6017

Dear Sir/Madam:

Enclosed is an original and one copy of the articles of incorporation and Acceptance of Registered Agent for a Florida Corporation. Also, enclosed is this firm's trust account check number 2966 in the amount of \$131.25 which is to cover the cost of filing and to obtain a certified copy and certificate.

If you need any additional information, please contact our office.

Sincerely,

Joy L. Hickle
Legal Assistant to Linda L. Roberts

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TALLAHASSEE, FLORIDA

/jlh
Enclosures

**ARTICLES OF INCORPORATION
OF
THE BAREFOOT PHOTOJOURNALIST, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: The Barefoot Photojournalist, Inc..

ARTICLE II

The street address of the principal office of the Corporation is: 11559 Sanderling Dr. Wellington, Florida 33414.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 1,000,000 par value \$0.01 per share, all of which shall be Common Shares.

ARTICLE IV

The initial street address of the Corporation's registered office is: 11559 Sanderling Drive, Wellington, Florida, 33414. The initial registered agent for the Corporation at that address is: David Marchsteiner.

ARTICLE V

The initial board of directors shall consist of two members. This number may be increased or decreased from time to time in accordance with the Corporations's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Names

Addresses

Candace Marchsteiner

11559 Sanderling Drive
Wellington, Florida 33414

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David Marchsteiner

11559 Sanderling Drive
Wellington, Florida 33414

ARTICLE VI

The name and street address of the person signing these articles of incorporation is:

Name

Address

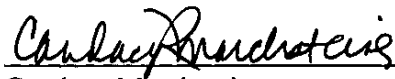
Candace Marchsteiner

11559 Sanderling Drive
Wellington, Florida 33414

ARTICLE VII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation.



Candace Marchsteiner
Incorporator

9-28-06

Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The Barefoot Photojournalist, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.



David Marchsteiner
Registered Agent

9/28/06

Date

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: The Barefoot Photojournalist, Inc.

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

David Marchsteiner
11559 Sanderling Drive
Wellington, FL 33414

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



David Marchsteiner

Date Signed: 9/28, 2006