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FLORIDA PROFIT/NON PROFIT CORPORATION

PRO AERIAL PHOTOS, INC.

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ARTICLES OF INCORPORATION
OF
PRO AERIAL PHOTOS, INC.

The undersigned incorporator, for the purpose of forming a corporation under Chapter 607 of the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of the Corporation shall be Pro Aerial Photos, Inc. (hereinafter, "Corporation").

ARTICLE 2 - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 7539 Clarke Road, West Palm Beach, FL 33406.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Michelle L. Barbier
7539 Clarke Road
West Palm Beach, FL 33406

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ARTICLE 5 - CAPITALIZATION

The maximum number of shares that the corporation is authorized at any time to have outstanding is One Thousand (1,000) shares of common stock, each having a par value of \$0.001.

ARTICLE 6 - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE 7 - OFFICERS

The officer(s) of this corporation shall be named at a later date.

President:	Michelle L. Barbier
Vice-President:	Michelle L. Barbier
Secretary:	Michelle L. Barbier
Treasurer:	Michelle L. Barbier

whose address(es) shall be the same as the principal office of this Corporation.

ARTICLE 8 - DIRECTORS

The Director(s) of this Corporation shall be:

Michelle L. Barbier

whose address shall be the same as the principal office of this Corporation.

ARTICLE 9 - REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation is 7539 Clarke Road, West Palm Beach, FL 33406. The registered agent of this Corporation is Michelle L. Barbier.

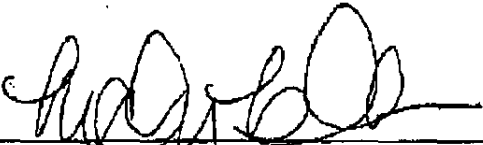
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ARTICLE 10 - EFFECTIVE DATE

These Articles of Incorporation are to be effective January 1, 2007 upon approval of the Secretary of State of Florida.

IN WITNESS THEREOF, the undersigned has hereunto set their hand and seal, acknowledged and filed these foregoing Articles of Incorporation under the laws of the State of Florida, this December 11, 2006.


Michelle L. Barbier, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The undersigned, Michelle L. Barbier, having a business office identical with the registered office of the above Corporation, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


Michelle L. Barbier

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