

**Electronic Articles of Incorporation
For**

P08000004001
FILED
January 11, 2008
Sec. Of State
jshivers

PHOTOFUN, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

PHOTOFUN, INC.

Article II

The principal place of business address:

1015 ATLANTIC BLVD.
#296
ATLANTIC BEACH, FL. US 32233

The mailing address of the corporation is:

1015 ATLANTIC BLVD.
#296
ATLANTIC BEACH, FL. US 32233

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

CLARK SCHAFFER
309 MAGNOLIA STREET
ATLANTIC BEACH, FL. 32233

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: CLARK SCHAFFER

Article VI

The name and address of the incorporator is:

TIM MCCARTHY
2346 BEACHCOMBER TRAIL

ATLANTIC BEACH, FL 32233

Incorporator Signature: TIM MCCARTHY

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
TIM MCCARTHY
2346 BEACHCOMBER TRAIL
ATLANTIC BEACH, FL. 32233 US

Title: T
DONNA L RECKER
5663 GREENLAND ROAD #1302
JACKSONVILLE, FL. 32258 US

Title: S
JASON PAOLINI
8539 GATE PARKWAY WEST # 9220
JACKSONVILLE, FL. 32216 US

Article VIII

The effective date for this corporation shall be:

01/10/2008