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FLORIDA PROFIT/NON PROFIT CORPORATION

MICHAEL SHAPIRO PHOTOGRAPHY, INC.

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**ARTICLES OF INCORPORATION
OF
MICHAEL SHAPIRO PHOTOGRAPHY, INC.**

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

**ARTICLE 1
NAME AND ADDRESS**

The name of this corporation shall be MICHAEL SHAPIRO PHOTOGRAPHY, INC. The principal business address of the corporation is 9822 Casa Mar Circle, Fort Myers, Florida 33919.

**ARTICLE 2
DURATION**

The corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

**ARTICLE 3
PURPOSE**

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

**ARTICLE 4
CAPITAL STRUCTURE**

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be ten thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollars (\$1.00).

**ARTICLE 5
INITIAL REGISTERED AGENT & OFFICE**

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

NAME

Michael I. Shapiro

ADDRESS

9822 Casa Mar Circle
Fort Myers, Florida 33919

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ARTICLE 6
DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one Director initially, and the name and address of the initial Director are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael I. Shapiro	9822 Casa Mar Circle Fort Myers, Florida 33919

ARTICLE 7
BYLAWS

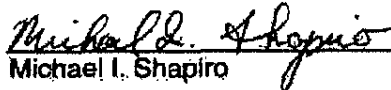
The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE 8
INCORPORATORS

The name and the address of the person signing these Articles of Incorporation are as follows:

Michael I. Shapiro	9822 Casa Mar Circle Fort Myers, Florida 33919
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IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 25 day of January, 2008



Michael I. Shapiro

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties 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.



Michael I. Shapiro
Registered Agent