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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch, SER 16 2011

J. D. Smith
Attorney at Law
25 West Government St.
PENSACOLA, FLORIDA 32502
Telephone: (850) 477-0660

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Photo-Honey, Inc.
File No. JDS-11-6618

Dear Sir or Madam:


Enclosed please find an original and one copy of the Articles of Incorporation on the above-referenced corporation. Please file the original Articles of Incorporation and return a certified copy to the undersigned. Also enclosed is our firm check in the amount of \$78.75 for the following:

Filing fee	\$35.00
Certified copy	8.75
Registered Agent fee	<u>35.00</u>
TOTAL	\$78.75

Please feel free to contact me should you have any questions or require additional information.

Thank you for your assistance in this matter.

Sincerely,


J.D. Smith

JDS/mjb
Enc.

**ARTICLES OF INCORPORATION
OF
PHOTO-HONEY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is **PHOTO-HONEY, INC.**, and its mailing address is 7770 Lilah Lane, Unit E, Pensacola, FL 32526.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL DIRECTOR

Michelle Deaton
7770 Lilah Lane, Unit E
Pensacola, FL 32526

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 7770 Lilah Lane, Unit E, Pensacola, FL 32526, and the name of this corporation's initial registered agent is Michelle Deaton.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is Michelle Deaton, 7770 Lilah Lane, Unit E, Pensacola, FL 32526.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for PHOTO-HONEY, INC., at the place designated in this Certificate, I, Michelle Deaton, am familiar with and accept the appointment as registered agent and agree to the act in that capacity.

DATED: September 8, 2011.

Michelle L. Deaton

MICHELLE DEATON

Registered Agent

Michelle L. Deaton

MICHELLE DEATON, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA