

P95000007541

January 20, 1995

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

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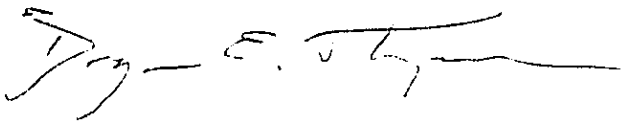
Re: Association of Photographic Credit Managers, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Bryce Thompson
Association of Photographic Credit Managers, Inc.
4425 Brooksdale Drive
Sarasota, FL 34232
(813) 377-4009

H. SIMS JAN 30 1995

ARTICLES OF INCORPORATION

of

ASSOCIATION OF PHOTOGRAPHIC CREDIT MANAGERS, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

ASSOCIATION OF PHOTOGRAPHIC CREDIT MANAGERS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	BRYCE E. THOMPSON		
ADDRESS	4425 BROOKSDALE DRIVE		
CITY	SARASOTA	FLORIDA	ZIP 34232

The principal office, if known, or the mailing address of the corporation is:

NAME	ASSOCIATION OF PHOTOGRAPHIC CREDIT MANAGERS, INC.		
ADDRESS	4425 BROOKSDALE DRIVE		
CITY	SARASOTA	FLORIDA	ZIP 34232

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

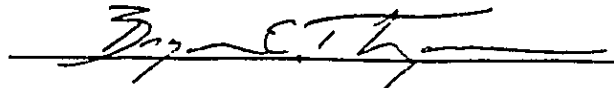
NAME	BRYCE E. THOMPSON		
ADDRESS	4425 BROOKSDALE DRIVE		
CITY	SARASOTA	STATE	FLORIDA
		ZIP	34232
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	BRYCE E. THOMPSON		
ADDRESS	4425 BROOKSDALE DRIVE		
CITY	SARASOTA	STATE	FLORIDA
		ZIP	34232
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 20th day of JANUARY, 19 95.

 (Seal)
____ (Seal)
____ (Seal)

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

ASSOCIATION OF PHOTOGRAPHIC CREDIT MANAGERS. INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 4425 BROOKSDALE DRIVE
SARASOTA, FLORIDA 34232

has named BRYCE E. THOMPSON
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Bryce E. Thompson
(registered agent)