

*Big Lake*

ACCOUNTING  
ENTERPRISES, INC.

9000 W. Sheridan St. Suite 170  
Pembroke Pines, FL 33024  
Office (305) 438-4504  
Fax (305) 438-4586  
(800) 554-5253

P.O. Box 456  
Bowling Green, FL 33834  
(813) 375-2935  
(800) 680-5253

**9000024347**

FILED  
55 MAR 24 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 20, 1995

Florida Department of State  
Division of Corporations  
New Filing Section  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: J.C. PHOTO, INCORPORATED

Dear Sir/Madam,

Enclosed please find the Certificate of Incorporation as well as a copy of same, for J.C. PHOTO, INC..

We have enclosed a check in the amount of \$122.50 to cover all fees associated with the filing process.

Thank you for all your assistance in this matter. If you have any questions please feel free to call our office.

Yours truly,

*Roy F. Adams Sr.*

Roy F. Adams Sr., E.A.  
Resident Agent  
Accountant

900001438913  
-03/24/95--01058--014  
\*\*\*\*122.50 \*\*\*\*122.50

*3/27/95*  
*(75)*

TAX SPECIALISTS  
ACCOUNTING  
BOOKKEEPING



PRINTED ON RECYCLED PAPER

ARTICLES OF INCORPORATION  
OF  
J.C. PHOTO INC.

FILED  
95 MAR 24 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be: J.C. PHOTO INC.

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial office of the corporation shall be: 11135 SW 69 Terrace Miami, Florida 33173 and the name of the initial Registered Agent for the corporation at that address is: Roy F. Adams Sr. 9000 West Sheridan Street, Suite 170, Pembroke Pines, Florida 33024.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

#### ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

#### ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Mr. John C. Lineberger, 11135 SW 89 Terrace, Miami, Florida 33173.  
Director, President, Vice-President, Secretary, Treasurer

Mr. Roy F. Adams, Sr., 9000 Sheridan Street, Suite 170, Pembroke Pines, Florida 33024. Director

**ARTICLE IX INCORPORATOR**

The name and address of the Incorporator is:

Mr. John C. Lineberger, 11135 SW 69 Terrace, Miami, Florida 33173

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 20TH day of March 1995

Incorporator:

*John C. Lineberger* \_\_\_\_\_ L.S.

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was executed and acknowledged before me this 20TH day of March 1995.

by:

*Karen Marie Woodgates* \_\_\_\_\_  
Notary Public

(SEAL)



State of Florida

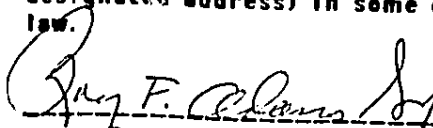
My Commission Expires: *July 21, 1998*

**DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida. J.C. PHOTO Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at: 11135 SW 69 Terrace, Miami, Florida. 33173 has named: Roy F. Adams Sr., whose address is: 9000 West Sheridan Street, Suite # 170, Pembroke Pines, Florida 33024, as its Agent to accept service of process within this State of Florida.

**ACCEPTANCE:**

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

  
\_\_\_\_\_. L.S.  
Registered Agent.

STATE OF FLORIDA

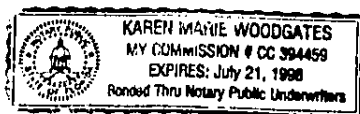
COUNTY OF DADE

BEFORE ME, the undersigned authority, this 20TH day of March, 1995 personally appeared: Mr. John C. Lineberger who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that they executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 20TH day of March 1995.

*Karen Marie Woodgates*  
-----L.S.  
Notary Public

(SEAL)



My Commission Expires: *July 21, 1998*

611 P.D.  
95 MAR 24 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA