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CORPORATE AND BUSINESS LAW
REAL PROPERTY LAW

August 3, 1995

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

RE: Articles of Incorporation for
Storybook Photography, Inc.

300001558413
-08/11/95--01045--003
****122.50 ****122.50

Dear Clerk:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is my check no. 3543 in the amount of \$122.50 for the filing fee of said corporation. Please file the original in accordance with your usual procedures and furnish me with a certified copy of the Articles of Incorporation.

If I can provide you with any additional information, or if you should have any questions concerning the foregoing, then please do not hesitate to contact me.

Very truly yours,

/s/ Chris Cathcart
Christopher C. Cathcart

Enclosures

BROWN AUG 14 1995

**ARTICLES OF INCORPORATION
OF
STORYBOOK PHOTOGRAPHY, INC.**

The undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL OFFICE.

The name of the corporation is STORYBOOK PHOTOGRAPHY, INC. and its principal office is located at 2122 Edgewater Drive, Orlando, FL 32804.

ARTICLE II. NATURE OF BUSINESS.

The general nature of the business to be transacted by this corporation is:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description;

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries;

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and

execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as requires;

To purchase the corporate assets of any other corporation and engage in the same or other character of business;

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock; and

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or no par value per share. The shareholders of common stock shall have pre-emptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE IV. TERM OF EXISTENCE.

This corporation is to exist perpetually.

ARTICLE V. ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF REGISTERED AGENT.

The street address of the principal office of this corporation in the State of Florida is 2122 Edgewater Drive, Orlando, FL 32804.

Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is Raymond A. Wilson, whose business address is 2122 Edgewater Drive, Orlando, FL 32804.

ARTICLE VI. DIRECTORS.

This corporation shall have one director, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS.

The names and addresses of the members of the First Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Raymond A. Wilson	2122 Edgewater Drive Orlando, FL 32804

ARTICLE VIII. INCORPORATOR.

The name and address of each incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Raymond A. Wilson	2122 Edgewater Drive Orlando, FL 32804

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain

amendment to these Articles of Incorporation be made.

DATED the 1 day of August, 1995.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.


Signature of Incorporator


RAYMOND A. WILSON

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared RAYMOND A. WILSON, to me known to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that she executed the same for the uses and purposes therein expressed. She is personally known to me or has produced _____ as identification.

WITNESS my hand and seal in the State and County named above this 1 day of August, 1995.

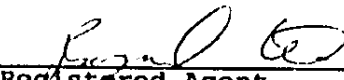

NOTARY PUBLIC
Print Name: _____
Commission No.: _____
My Commission Expires: _____



OFFICIAL SEAL
Christopher C. Cathcart
My Commission Expires
April 7, 1997
Comm. No. CC 275102

ACCEPTANCE BY REGISTERED AGENT

RAYMOND A. WILSON, having been named as the Registered Agent in the foregoing Articles of Incorporation of STORYBOOK PHOTOGRAPHY, INC., to accept service of process for the corporation at 2122 Edgewater Drive, Orlando, FL 32804, hereby agrees to act as the Registered Agent and comply with the laws of the State of Florida relative to such position.



Registered Agent

RECEIVED
JAN 11 PM 2:18
STATE OF FLORIDA