

P95000068128

TODD WATSON
ATTORNEY AT LAW

SUITE 107
7785 BAYMEADOWS WAY
JACKSONVILLE, FLORIDA 32256

TELEPHONE (904) 739-9747
FACSIMILE (904) 739-9748

FILED
95 AUG 31 PM 2:21
TALLAHASSEE, FLORIDA

August 29, 1995

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

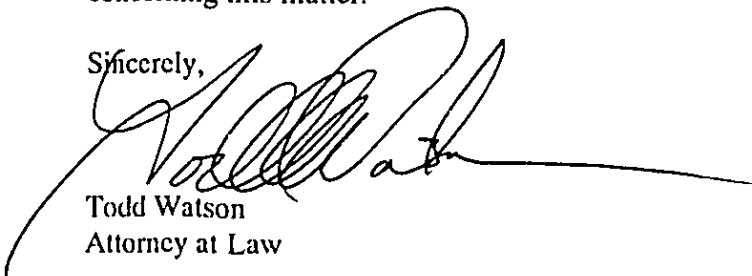
Re: Stuart Findlay Photography, Inc.

Dear Sir:

Enclosed are the original Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$122.50 which represents the \$35.00 filing fee, \$52.50 fee for the certified copy of the Articles of Incorporation and \$35.00 for the registered agent fee.

Please file the Articles of Incorporation, certify and return the copy. Please contact me at your earliest convenience should you have any questions or comments concerning this matter.

Sincerely,


Todd Watson
Attorney at Law

Enclosure
TW/avc

FINDLAYSECSTATE.DOC

SHARON L. TALA

SEP 06 1995

4000001574834
-08/31/95--01063--001
***122.50 ***122.50

ARTICLES OF INCORPORATION
OF
STUART FINDLAY PHOTOGRAPHY, INC.

The Undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1.0 NAME AND ADDRESS

The name of the Corporation is: Stuart Findlay Photography, Inc. The principal office and mailing address is 2655-57 Park Street, Jacksonville, Florida 32204.

ARTICLE 2.0 DURATION

The duration of the Corporation is perpetual.

ARTICLE 3.0 PURPOSE

The general purpose for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

ARTICLE 4.0 SHARES

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01/100 per share.

ARTICLE 5.0 INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation is 2655-57 Park Street, Jacksonville, Florida 32204, and the name of the initial registered agent at that address is Stuart H. Findlay.

ARTICLE 6.0 DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance

with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

Stuart H. Findlay

2655-57 Park Street
Jacksonville, FL 32204

Kathryn M. Findlay

2655-47 Park Street
Jacksonville, FL 32204

ARTICLE 7.0 THE NAME AND ADDRESS OF EACH INCORPORATOR

The names and addresses of the Incorporators are as follows:

Stuart H. Findlay

2655-57 Park Street
Jacksonville, FL 32204

Kathryn M. Findlay

2655-47 Park Street
Jacksonville, FL 32204

ARTICLE 8.0 AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 28 day of AUGUST 1995, 1995.

Stuart H. Findlay
Stuart H. Findlay, Incorporator

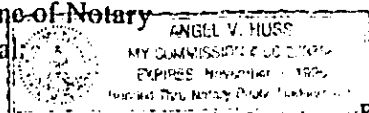
STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 28th day of August, 1995, by Stuart H. Findlay, of Stuart Findlay Photography, Inc., a Florida Corporation, on behalf of the Corporation. He is personally known to me or has produced FL DRL # 1534-78855-409-0 as identification.

Angel V. Huss
Signature of Notary Public

Angel V. Huss
Printed Name of Notary

Notary's Seal



ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment 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.



Stuart H. Findlay, Registered Agent

Date: 8.28.95

RECEIVED
SEP 1 1995
FBI - MEMPHIS