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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 605040 9955A

AUTHORIZATION :

Patricia T. Pitts

COST LIMIT : \$ 122.50

ORDER DATE : September 18, 1995

ORDER TIME : 4:16 PM

ORDER NO. : 605040

CUSTOMER NO: 9955A

500001587515

CUSTOMER: Mr. Carolyn Sheekey
CHIUMENTO KATZ & GUNTARP,
P.A.
Suite B
4 Old Kings Road North
Palm Coast, FL 32137

DOMESTIC FILING

NAME: ATLANTIC PHOTO, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
SEP 19 1995
FBI - JAX

SAB
9/19/95

FILED
JUL 13 1957

ARTICLES OF INCORPORATION

of

ATLANTIC PHOTO, INC.

The undersigned incorporators of 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

The name of this corporation is:

ATLANTIC PHOTO, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to operate a photography, film development, etc. business; and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

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 loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same 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 whole owner of such

stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 shares of common stock with a par value of \$1.00. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street and mailing address of the initial principal office of this corporation in the State of Florida is 557 Calibre Court Parkway, Apt. 205, Altamonte Springs, FL 32714. The Board of Directors may, from time to time, move the principal office or mailing address to any other addresses in Florida.

ARTICLE VI. DIRECTORS

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

ARTICLE VII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Dean R. McDermott	557 Calibre Ct. Pkwy. Apt. 205 Altamonte Spgs., FL 32714
Laura E. McDermott	557 Calibre Ct. Pkwy. Apt. 205 Altamonte Spgs., FL 32714

ARTICLE VIII. INCORPORATORS

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

<u>Name</u>	<u>Address</u>
Michael D. Chiumento	4B Old Kings Road North Palm Coast, FL 32137

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X. REGISTERED AGENT AND OFFICE

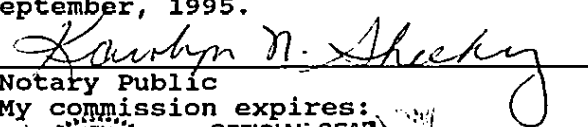
The registered agent and office for this corporation shall be Michael D. Chiumento, Esquire, 4 Old Kings Road North, Suite B, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at anytime in accordance with the provisions of Florida law.


MICHAEL D. CHIUMENTO

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MICHAEL D. CHIUMENTO, to me personally known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation. Declarant is personally known to me did not take an oath.

WITNESS my hand and official seal in the County and State named above this 15th day of September, 1995.


Notary Public

My commission expires:




OFFICIAL SEAL

KATHRYN N. SHEEKEY
My Commission Expires
09/15/1996
Notary No. 40204388

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT ATLANTIC PHOTO, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 557 CALIBRE COURT PKWY., APT. 205, ALTAMONTE
SPRINGS, FL 32714, HAS NAMED MICHAEL D. CHIUMENTO, ESQUIRE, 4 OLD
KINGS ROAD NORTH, SUITE B, STATE OF FLORIDA, 32137 AS ITS
REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.


MICHAEL D. CHIUMENTO
DATE: September 15, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


MICHAEL D. CHIUMENTO
REGISTERED AGENT

DATE: September 15, 1995

FILED
SEP 19 1995