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WILLIAM T. CHARNOCK, II  
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13135-D SPRING HILL DRIVE  
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SECRET  
STATE  
TALLAHASSEE, FLORIDA  
JAN 3 1996  
PM 2:51

December 29, 1995

Secretary of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32314

400001682304  
-01/09/96--01046--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Gulf Coast Photo, Inc.

To Whom It May Concern:

Please find the enclosed Articles of Incorporation for the above-referenced corporation, together with this firm's check in the amount of seventy and 00/100 dollars (\$70.00) which represents the required filing fee.

Please return a copy of the filed articles to my office at your earliest possible convenience.

If you should have any questions, please do not hesitate to contact me. Thank you for your attention to and assistance in this regard.

Sincerely,

WILLIAM T. CHARNOCK, III

WTC:tjp

Enclosures

11/96  
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**ARTICLES OF INCORPORATION  
OF**

**GULF COAST PHOTO, INC.**

**ARTICLE I. NAME**

The name of the Corporation shall be: GULF COAST PHOTO, INC.

**ARTICLE II. DURATION**

As provided in Florida Statutes, Chapter 607, this Corporation shall exist in perpetuity.

**ARTICLE III. PURPOSE**

This Corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this State.

**ARTICLE IV. CAPITAL STOCK**

This Corporation is authorized to issue one thousand (1,000) shares of Common Stock at \$1.00 par value.

**ARTICLE V. INITIAL ADDRESS OF THE CORPORATION**

The initial address of the Corporation is: 6220 Commercial Way, Brooksville, Florida 34613.

**ARTICLE VI. PREEMPTIVE RIGHTS**

Every stockholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 13135-D Spring Hill Drive, Spring Hill, Florida

34609, and the name of the initial registered agent of this Corporation at that address is WILLIAM T. CHARNOCK, III.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

MICHAEL PAUL WILKINSON  
5635 Montana Avenue  
New Port Richey, Florida 34652

ARTICLE IX. INCORPORATORS

The name and address of the person signing these Articles is:

MICHAEL PAUL WILKINSON  
5635 Montana Avenue  
New Port Richey, Florida 34652

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI. AMENDMENT

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

ARTICLE XII. INDEMNIFICATIONS

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all the directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees incurred in connection with any actions taken or failed to be taken by said directors,

officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of December, 1995.

Michael Paul Wilkinson  
MICHAEL PAUL WILKINSON

STATE OF FLORIDA  
COUNTY OF HERNANDO

SWORN TO and SUBSCRIBED before me this 27 day of December, 1995, by MICHAEL PAUL WILKINSON who is personally known to me or who produced a valid driver's license and who did/did not take an oath.

Janara Jo Potts  
NOTARY PUBLIC (SEAL)



Having been named registered agent to accept service of process for the above-stated Corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto.

William T. Charnock, III  
WILLIAM T. CHARNOCK, III  
Registered Agent