

AUG- 2-96 11:21 AM

*H96000064709*

TX96 FLORIDA DIVISION OF CORPORATIONS  
9:01 AM PUBLIC ACCESS SYSTEM ((H96000010724)) ELECTRONIC FILING COVER  
SHEET TO: DIVISION OF CORPORATIONS FROM: FILINGS, INC. DEPARTMENT OF  
STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET  
FT LAUDERDALE FL 33311- TALLAHASSEE, FL 32399 CONTACT: TERESA ROMAN  
FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761  
(((H96000010724))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: 1ST PHOTO STUDIO OF MERRITT ISLAND, INC. FAX AUDIT NUMBER: H96000010724  
CURRENT STATUS: REQUESTED DATE REQUESTED: 08/02/1996 TIME REQUESTED:  
09:01:19 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF  
PAGES: 4 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$70.00  
ACCOUNT NUMBER: 072720000101 Note: Please print this page and use it as a cover  
sheet when submitting documents to the Division of Corporations. Your document  
cannot be processed without the information contained on this page. Remember to  
type the Fax Audit number on the top and bottom of all pages of the document.  
(((H96000010724))) \*\* ENTER 'M' FOR MENU. \*\*

*How far pick up*

*1-2/2*

FILED  
95 AUG -2 11:45  
SECRET  
TALLAHASSEE, FLORIDA

00:01:17 2-01795  
02/11/96

HP60000010724

FILED  
5 AUG -2 PM 11:45  
RECEIVED  
CLERK OF THE  
COURT

ARTICLES OF INCORPORATION  
OF

1ST PHOTO STUDIO OF MERRITT ISLAND, INC.

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation is a natural person competent to contract and form a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is 1st Photo Studio of Merritt Island, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The general nature of this business to be transacted by this corporation is: to design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds, render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000 shares of common stock with a nominal or par value of \$1.00 per share.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind class or series as that which he/she already hold, shall have the right to purchase his/her prorata share thereof (as nearly may be done without issuance of fractional shares) at the price offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial post office address of the principal office of this corporation is in the State of Florida, County of Brevard, at 2021

Karla T. Torpy, Esq.  
775 E. Merritt Island Cswy, #110  
Merritt Island, Florida 32952  
Florida Bar No : 999120  
407-453-4081

HP60000010724

#960000010724

North Atlantic Avenue, Cocoa Beach, Florida 32931. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

#### 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 an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the member of the first Board of Directors who will serve until the first annual meeting of shareholders or until their successor or successors are elected and shall qualify are:

Karl E. Ronstrom                      5430 Fishtail Palm Avenue  
Cocoa, Florida 32927

#### ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Karl E. Ronstrom                      5430 Fishtail Palm Avenue  
Cocoa, Florida 32927

#### ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws, in entirety or in part, shall be vested in the Shareholders.

#### ARTICLE XI - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, regardless whether such approval is required by law.

#### ARTICLE XII - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### ARTICLE XIII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute 607.014, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matter referred to in or covered by said section, and the indemnification provided for or covered by said section, and the indemnification provided for herein shall not

#960000010724

H960000 10724

be deemed exclusive of any other rights to which those indemnified may be entitled under the corporate bylaws, other agreements, vote of the stockholders, or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

## ARTICLE XIV - 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 XV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

## ARTICLE XVI - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this Twenty third day of July, 1996.

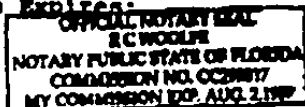
  
Karl E. Ronstrom, Incorporator

STATE OF FLORIDA )  
 ) ss:  
COUNTY OF BREVARD )

BEFORE ME, personally appeared Karl E. Ronstrom, who being first duly sworn and known to me to be the person who is named as the Incorporator of the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the county and state last aforesaid on this 23rd day of July, 1996.

My Commission Expires:



  
Notary Public

H960000 10724

AUG- 2-96 FRI 7:34 AM

P. 16

HF600000 10727

**CERTIFICATE OF REGISTERED AGENT**

PURSUANT to Chapter 46.091, Florida Statutes, the following is submitted in compliance with said act: 1st Photo Studio of Merritt Island, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Merritt Island, County of Brevard, State of Florida has named Karl E. Monstrom, 5430 Westtail Palm Avenue, Cocoa, Florida 32927, as its agent to accept service of process for the above-stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
Karl E. Monstrom, Registered Agent

FILED

96 AUG -2 PM 11:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HF600000 10727