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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: GEOFF REED PHOTOGRAPHY, INC.

AUDIT NUMBER.....H96000013017

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION
OF
GEOFF REED PHOTOGRAPHY, INC.

ARTICLE I - NAME

The name of this Corporation is Geoff Reed Photography, Inc.
The mailing address is 8240 SW 145th Street, Miami, FL 33158.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of conducting any lawful business for which Corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of stock \$.10 per value, which said shares shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 8240 SW 145th Street, Miami, FL 33158. The name of the initial Registered Agent of this Corporation is Geoff Reed.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office is 8240 SW 145th Street, Miami, FL 33158. The name of the principal officer is Geoff Reed.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial director. The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Geoff Reed
8240 SW 145th Street
Miami, FL 33158

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ARTICLE VIII - INCORPORATION

The name and address of the person signing these Articles

Geoff Reed
8240 SW 145th Street
Miami, FL 33158

ARTICLE IX

This Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - AMENDMENT

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

The undersigned subscriber has executed these Articles of Incorporation this 11th day of September, 1996.

Geoff Reed
Geoff Reed

Uokol Edelstein Behren, CPA
14001 SW 104th Place
Miami, Florida 33176
305-252-1911

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ACCEPTANCE OF REGISTERED AGENT

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Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments hereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

Cooff Reed
Cooff Reed
9/11/96
Date

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sokol Edelstein Behran, CPA
14001 SW 104th Place
Miami, Florida 33176
305-252-1911

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