

**PAID 81355**

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee FL 32314  
Attention: New filing section

RE: Articles of Incorporation - Fairchild Photography, Inc.

Please file these articles of incorporation and send certified copy and/or any correspondence to 178 N. Military Trail, West Palm Beach, Florida 33415.

Thank you,

*Joanne Fairchild Wroth*

Joanne Fairchild Wroth

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**FILED**  
96 SEP 30 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*[Signature]*

ARTICLES OF INCORPORATION  
OF

Fairchild Photography, Inc.  
a Florida Corporation

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I  
CORPORATE NAME AND PRINCIPAL OFFICE

The name and principal office of this Corporation shall be:  
Fairchild Photography, Inc.  
178 N. Military Trail  
West Palm Beach, Fl 33415

ARTICLE II  
NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time a total of Five Hundred (500) shares of Common Stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV  
PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V  
EXISTENCE

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

FILED  
96 SEP 30 PM 27  
CLERK OF DISTRICT COURT  
U.S. DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA

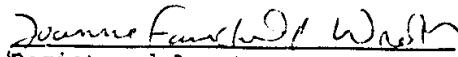
ARTICLE VI  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Joanne Fairchild Wroth  
INITIAL REGISTERED OFFICE: 178 N. Military Trail  
West Palm Beach, FL 33415

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

  
Registered Agent

ARTICLE VII  
INITIAL DIRECTORS

The number of Directors constituting the Initial Board of Directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

ARTICLE VIII  
INITIAL DIRECTORS

The name and address of the member of the initial Board of Directors is:

Joanne Fairchild Wroth  
178 N. Military Trail  
West Palm Beach, FL 33415

ARTICLE IX  
CUMULATIVE VOTING FOR DIRECTORS

At all elections of the directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the

number to be voted for, or any two or more of them, as he may see fit.

ARTICLE X  
INCORPORATOR

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

Joanne Fairchild Wroth  
178 N. Military Trail  
West Palm Beach, FL 33415

ARTICLE XI

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.

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this September 25, 1996.

*Joanne Fairchild Wroth*  
Joanne Fairchild Wroth

STATE OF FLORIDA     )  
                              ) ss:  
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, an officer duly qualified to administer oaths and take acknowledgments in the State and County aforesaid, personally appeared Joanne Fairchild Wroth, to me known to be the Incorporator described in and who executed the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in Palm Beach County, Florida this September 25, 1996.

*[Signature]*  
Notary Public State of Florida  
at Large

