

P96000090747

October 29, 1996

Sandra B. Mortham
Secretary of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

800001994348--1
-11/01/96--01083--016
****122.50 ****122.50

These are the Articles of Incorporation to be filed with the State of Florida for
TRU-IMAGE MARKETING, INCORPORATED.

Sincerely,

Ronald B. Mock

Ronald B. Mock
5032 Butler Ridge Dr.
Windermere, FL 34786

FILED
96 NOV - 1 AM 8:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

11/5

**ARTICLES OF INCORPORATION
OF
TRU-IMAGE MARKETING, INCORPORATED**

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under and by virtue of the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be: **TRU-IMAGE MARKETING, INCORPORATED**

ARTICLE II

The objects and purposes of the corporation and general nature of the business to be transacted shall be as follows:

1. To be a Photography Marketing and Distribution Co.
2. To engage in lawful businesses.
3. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
4. To borrow money of any person, firm or corporation, to issue bonds, debentures or obligations of this corporation from time to time for any of the objects or purposes of the corporation and to secure same by mortgage, pledge or by any other lawful means.
5. To have offices, conduct its business and promote its objects within or without the State of Florida, in other States, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as to place or amount.
6. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether specified or not, either along or in connection with other firms, individuals, or corporations, whether in the State of Florida or throughout the United States, or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the business herein before described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.
7. In general, this corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

FILED
96 NOV -1 AM 8:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE III

The post office address of the principal office of the corporation in the State of Florida shall be: P.O. BOX 585, Windermere, FL. 34786-0585 and its mailing address shall be the same.

ARTICLE IV

The Capital stock of the corporation shall consist of 100 shares of common stock \$1 par value.

ARTICLE V

The business of the corporation shall be conducted by a Board of not less than two directors. The names and post office addresses of the first Board of Directors are as follows:

Ronald Brian Mock
5032 Butler Ridge Dr.
Windermere, FL. 34786

Larry J. Bailey
4862 South Semoran Blvd. Condo # 2002
Orlando, FL. 32822

Gerald A. Zinn
24828 VanBuren St.
Astatula, FL. 34705

Jason H. Mock
5032 Butler Ridge Dr.
Windermere, FL. 34786

These directors shall hold office for the first year of existence of the corporation or until their successors are elected and have qualified.

ARTICLE VI

The officers of the corporation shall be: a president, one or more vice presidents, secretary and treasurer. The following shall be the officers of the corporation:

PRESIDENT: Ronald Brian Mock
VICE PRESIDENT: Gerald A. Zinn
VICE PRESIDENT: Larry J. Bailey
SECRETARY AND TREASURER: Jason H. Mock

ARTICLE VII

The names and post office addresses of the subscribers of the Articles of Incorporation and a statement of the number of shares of stock and the value of consideration therefor, which each subscriber agrees to take are as follows:

SHARES

Jason H. Mock 5032 Butler Ridge Dr. Windermere, FL. 34786	25 shares
Gerald A. Zinn 24828 VanBuren St. Astatula, FL. 34705	25 shares
Ronald Brian Mock 5032 Butler Ridge Dr. Windermere, FL. 34786	25 shares
Larry J. Bailey 4862 South Semoran Blvd. Condo # 2002 Orlando, FL. 32822	25 shares

ARTICLE VIII

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

ARTICLE IX

A Special meeting if the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the adoption of the By- Laws and the transaction of such other business as may be desired.

ARTICLE X

The names and street addresses of the incorporators to these Articles of Incorporation are:

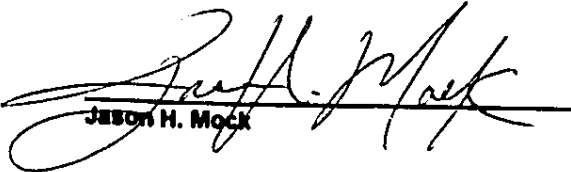
Jason H. Mock
5032 Butler Ridge Dr.
Windermere, FL. 34786

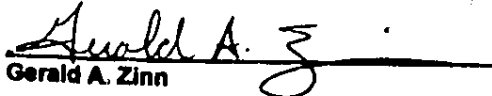
Gerald A. Zinn
24828 VanBuren St.
Astatula, FL. 34705

Ronald Brian Mock
5032 Butler Ridge Dr.
Windermere, FL. 34786

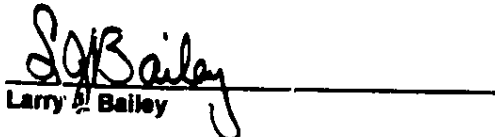
Larry J. Bailey
4862 South Semoran Blvd. Condo # 2002
Orlando, FL. 32822

The undersigned incorporators have executed these Articles of Incorporation this
29th day of October, 1996.


Jason H. Mock


Gerald A. Zinn


Ronald Brian Mock


Larry J. Bailey

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **TRU-IMAGE MARKETING, INCORPORATED**

2. The name and address of the registered agent and office is:

Ronald B. Mock
5032 Butler Ridge Dr.
Windermere, FL. 34786

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ronald B. Mock
Signature

10-29-96
Date

36 NOV - 1 AM 8:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED