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December 16, 1996

VIA CERTIFIED MAIL RETURN
RECEIPT REQUESTED - Z 010 196 703

Florida Department of State
Division of Corporations
Attn: New Filing Section
409 East Gaines Street
Tallahassee, FL 32301

400002034234--7
-12/19/96--01104--001
****122.50 ****122.50

Re: Articles of Incorporation of FotoFactory, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of FotoFactory, Inc., together with a check for \$122.50 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$52.50 certified copy fee.

Please note that the Articles of Incorporation should reflect an effective date of January 1, 1997.

Once the Articles of Incorporation have been filed, the certified copy should be returned to this office.

Sincerely,



Stephen R. Looney

SRL/lls
Enclosures
cc: Rich Franco

FILED
96 DEC 19 PM 3:25
TALLAHASSEE, FLORIDA

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SN DEC 23 1996

ARTICLES OF INCORPORATION

OF

FotoFactory, Inc.

EFFECTIVE DATE
11/1/91

FILED
96 DEC 19 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be FotoFactory, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 1220 Alden Road, Orlando, Florida 32803.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1220 Alden Road, Orlando, Florida 32803. The Board of Directors may from time to time move the registered office to any other address in Florida. The name

of the initial registered agent of this Corporation at that address is Rich Franco. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address

Rich Franco

1220 Alden Road
Orlando, Florida 32803

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be one (1).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

Name

Address

Rich Franco

1220 Alden Road
Orlando, Florida 32803

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on January 1, 1997.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 12 day of December, 1996.

Rich Franco (SEAL)
Rich Franco

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: Rich Franco
Rich Franco

Date: December, 1996

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE