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SENIOR PHOTOGRAPHERS INTERNATIONAL, INC.
10451 MCGREGOR BLVD
FORT MYERS, FLORIDA 33919

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: Senior Photographers International, Inc.

Gentlemen:

As President of the above named corporation I am requesting a Charter from the State of Florida in order to start a business as a corporation in Florida.

Enclosed are the following papers, together with our check:

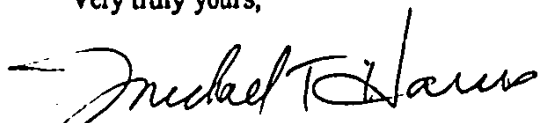
- (a) Original and one copy of Certificate of Incorporation for filing and approval by your office:
- (b) Certificate of Registered Agent:
- (c) Check to cover fees and costs in the amount of \$122.50.

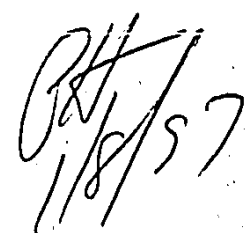
\$35.00 to file Certificate.
\$52.50 for certified copy.
\$35.00 for Registered Agent Designation.

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-01/03/97-01116-007
****122.50 ****122.50

Please return certified copy as soon as possible.

Very truly yours,


Michael T. Harris, President
enclosures



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**ARTICLES OF INCORPORATION
OF
SENIOR PHOTOGRAPHERS INTERNATIONAL, INC.**

ARTICLE I. CORPORATE NAME

The name of this corporation is:

Senior Photographers International, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business as permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of share of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with a par value of \$1 (one dollar) per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have a perpetual existence commencing upon issuance of the certificate of incorporation from the Secretary of State.

**ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED
OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Michael T. Harris
10451 McGregor Blvd
Fort Myers, Florida 33919

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this Corporation and the street address is:

Michael T. Harris
10451 McGregor Blvd
Fort Myers, Florida

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

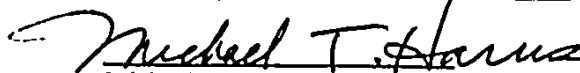
The name and street address of the person signing these Article of Incorporation as the Incorporator is:

Michael T. Harris
10451 McGregor Blvd
Fort Myers, Florida 33919

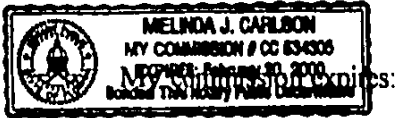
ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote., unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned , as Incorporator, has executed the foregoing Articles of Incorporation on 24 day of December, 1996.


Michael T. Harris
Incorporator

BEFORE ME, a notary Public, personally appeared Michael T. Harris, to me known to be the person described as incorporator and who executed the foregoing Articles of incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on 24 day of Dec, 1996.



Melinda J. Carlson
Notary Public

I hereby am familiar with and accept the duties and responsibilities as registered agent for SENIOR PHOTOGRAPHERS INTERNATIONAL, INC.

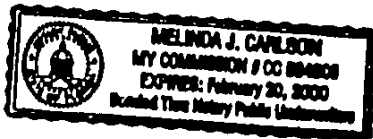
Michael T. Harris
Michael T. Harris
Registered Agent

BEFORE ME, A Notary Public, personally appeared Michael T. Harris, to me known to be the person described as Registered Agent and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal this 24 day of Dec, 1996.

Melinda J. Carlson
Notary Public

My Commission expires:



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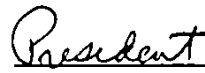
PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITH
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That SENIOR PHOTOGRAPHERS INTERNATIONAL, INC., is desiring to organize or qualify under the law of the State of Florida with its principal place of business at 10451 McGregor Blvd, in the city of Ft Myers, State of Florida, has named Michael T. Harris, 10451 McGregor Blvd, Fort Myers, Florida 33919, as its agent to accept service of process within Florida.

Michael T. Harris

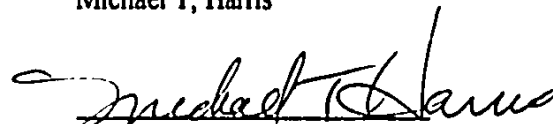

Corporate Officer


Title

12-24-96
Date

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Michael T. Harris


Registered Agent

12-24-96
Date