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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 224428 4359488

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 16, 1997

ORDER TIME : 10:28 AM

ORDER NO. : 224428-005

CUSTOMER NO: 4359488

CUSTOMER: J. Gregory Humphries, Esq
SMITH WILLIAMS & HUMPHRIES

201 East Pine, Suite 701

Orlando, FL 32801

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122.50

DOMESTIC FILING

NAME: ENCORE PHOTO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

KR
1-17-97

FILED
97 JAN 16 AM 9:27
TALLAHASSEE, FLORIDA

STAMPED COPY
1-17-97

**ARTICLES OF INCORPORATION
OF
ENCORE PHOTO, INC.**

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JAN 16 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name**

The name of this corporation shall be:

ENCORE PHOTO, INC.

**ARTICLE II
Existence of Corporation**

This corporation shall begin existence on the date of filing of these Articles with the Secretary of State, Department of Corporation for the State of Florida and shall have perpetual existence.

**ARTICLE III
Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV
General Powers**

The corporation shall have power:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States

or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring, at his death, shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI
Registered Office and Registered Agent

The street address of the corporation's initial registered office is 201 East Pine Street, Suite 701, Orlando, Florida 32801, and the name of the corporation's registered agent is J. Gregory Humphries. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

The corporation's principal place of business and mailing address is 1010 Bunnell Ave., Suite 1103, Altamonte Springs, FL 32714.

ARTICLE VII
Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be three (3) and the name(s) and address(es) of the persons who are to serve as members thereof are as follows:

<u>Name</u>	<u>Address</u>
Anthony J. Fiocco	1010 Bunnell Ave. Suite 1103 Altamonte Springs, FL 32714
Kim M. Fiocco	1010 Bunnell Ave. Suite 1103 Altamonte Springs, FL 32714
Diane Gustas	1010 Bunnell Ave. Suite 1103 Altamonte Springs, FL 32714

ARTICLE VIII
Incorporator

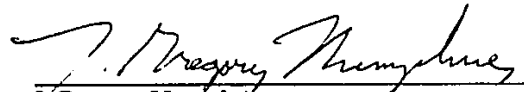
The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
J. Gregory Humphries	201 East Pine Street, Suite 701 Orlando, FL 32801

ARTICLE IX
Amendment of Articles of Incorporation

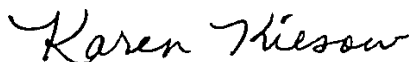
The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.


J. Gregory Humphries

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15th day of January, 1997, by J. Gregory Humphries, who is personally known to me ~~for who has produced~~
as identification and who did (did not) take an oath.


Notary Public - State of Florida



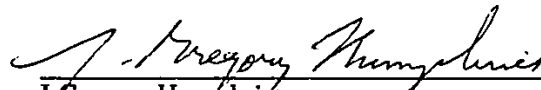
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted: ENCORE PHOTO, INC., (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated J. Gregory Humphries as its Registered Agent to accept service of process within the State of Florida with its registered office located at 201 East Pine Street, Suite 701, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 15 day of January, 1997.


J. Gregory Humphries

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TALLAHASSEE, FLORIDA