



P970000 20747

Florida Incorporators, Inc.

Mark S. Hankins
President
1221 Brickell Avenue, Suite 900
Miami, Florida 33131

February 24, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-02/28/97--01036--014
****122.50 ****122.50

RE: Photomasters Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$122.50 representing the filing fee, certificate fee and designation of registered agent fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President

FILED
97 FEB 28 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
3/6/97

ARTICLES OF INCORPORATION
OF
PHOTOMASTERS INC.

FILED
97 FEB 28 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is PHOTOMASTERS INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.01 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor(s) are elected and qualified are:

MICHAEL A. EATON
6643 32ND WAY SOUTH, APT. D
ST. PETERSBURG, FL 33712

TODD R. DAVIAU
6427 KRIEL STREET
BALTIMORE, MD 21207

SEVENTH: The name and address of the incorporator is:

MICHAEL A. EATON
6643 32ND WAY SOUTH, APT. D
ST. PETERSBURG, FL 33712

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

MICHAEL A. EATON
6643 32ND WAY SOUTH, APT. D
ST. PETERSBURG, FL 33712

NINTH: The principal office of the corporation is:

PHOTOMASTERS INC.
2628 5TH AVENUE NORTH
ST. PETERSBURG, FL 33713

DATED: February 14, 1997


MICHAEL A. EATON
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.


MICHAEL A. EATON