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Kenneth L. Salomone, P.A.
7770 W. Oakland Park Blvd, #100
Sunrise, FL 33351
954-748-5200

February 10, 1997

Department of State
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, FL 32399

900002096429--3
-02/25/97--01047--003
*****72.50 *****72.50

Re: Articles of Organization of David Dell'Olio Photography, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above referenced company and a check in the amount of \$122.50 representing the filing fee to register same. Please forward a copy of the recorded documents to the following address:

Kenneth L. Salomone, Esq.
7770 W. Oakland Park Blvd, #100
Sunrise, FL 33351

We thank you in advance for your immediate attention to this matter. If you should have any questions, please do not hesitate to contact our offices at 954-767-3345.

612-
W97-4826

Sincerely,

Kenneth L. Salomone, Esq.

97 MAR -6 PM 3:03

RECEIVED
DIVISION OF CORPORATIONS
STATE OF FLORIDA

3/16/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97MAR-6 PM 3:03

February 28, 1997

KENNETH L. SALOMONE, ESQUIRE
7770 WEST OAKLAND PARK BLVD.
SUITE 100
SUNRISE, FL 33351

SUBJECT: DAVID DELL'OLIO PHOTOGRAPHY, INC.
Ref. Number: W97000004826

We have received your document for DAVID DELL'OLIO PHOTOGRAPHY, INC. and your check(s) totaling \$72.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 897A00010626

**ARTICLES OF INCORPORATION
OF
DAVID DELL'OLIO PHOTOGRAPHY, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -6 PM 3:03

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be David Dell'Olio Photography, Inc..

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares with a par value of .001. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be set by the bylaws of the corporation.

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ARTICLE X

The initial registered agent of the corporation is Kenneth L. Salomone, Esq.. The street address of the corporation's initial registered office is 7770 W. Oakland Park Blvd., #100, Sunrise, FL 33351.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

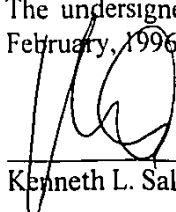
David Dell'Olio Photography, Inc.
706 East Concord Street, Suite A
Orlando, FL 32803

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is

Kenneth L. Salomone, Esq.
Kenneth L. Salomone, P.A.
7770 W. Oakland Park Blvd, #100
Sunrise, FL 33351

The undersigned incorporator has executed these Articles of Incorporation this 14th day of February, 1996.



Kenneth L. Salomone, Esq., Incorporator

FILED
SECRETARY OF STATE
CORPORATIONS

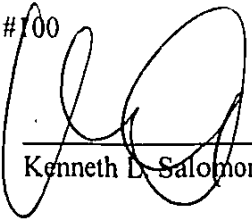
CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE 97 MAR -6 PM 3:03

Pursuant to the provisions of sections 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is David Dell'Olio Photography, Inc..

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

Kenneth L. Salomone, Esq.
Kenneth L. Salomone, P.A.
1770 W. Oakland Park Blvd, #100
Sunrise, FL 33351


Kenneth L. Salomone, Esq., Incorporator / Date

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 TO 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.


Kenneth L. Salomone, Esq.

Date: 2/14/97