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JAMES CAREY
P H O T O G R A P H Y

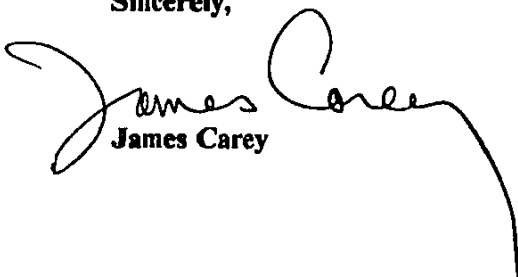
Secretary of State
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32301

Dear Sir:

Enclosed is an original and (1) copy of the Articles of Incorporation for registration along with a check for \$122.50 to cover charter fee, etc.

Please return certified copy to my attention. Thank you.

Sincerely,


James Carey

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8/4/3/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
JAMES CAREY PHOTOGRAPHY, INC.**

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is James Carey Photography, Inc.

**ARTICLE II
TERM OF EXISTENCE**

This corporation shall commence as of the date of filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

**ARTICLE III
NATURE OF BUSINESS**

The purpose for which this corporation is organized is to engage in any lawful business for which corporations may be incorporated under the laws of the United States of America and of this State.

**ARTICLE IV
CAPITAL STRUCTURE**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock. 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 and services at a fair evaluation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable.

ARTICLE V
INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of this corporation shall be James Carey. The street address of the initial registered office of this corporation is 1634 Sackett Circle, Orlando, FL 32818. The initial principal place of business of the corporation and the mailing address is 1634 Sackett Circle, Orlando, FL 32818. 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

There shall be a Board of Directors for this corporation that shall consist of not less than one (1). Except the number constituting the initial Board of Directors, the number of Directors shall be decided by resolution of the shareholders.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The name and street address of the member of the initial Board of Directors for this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignation, removal from office or death is:

<u>NAME</u>	<u>STREET ADDRESS</u>
James Carey	1634 Sackett Circle Orlando, FL 32818

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator is James Carey, 1634 Sackett Circle, Orlando, FL 32818.

ARTICLE IX
BYLAWS

The powers to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors or shareholders.

ARTICLE X
INDEMNIFICATION

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

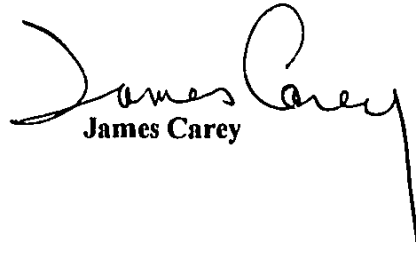
ARTICLE XI
PRE-EMPTIVE RIGHTS

Every shareholder, upon sales of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price that is offered to others.

ARTICLE XII
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended anytime by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each Director, of the time and place of the meeting and purpose thereof. Any amendment of these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the incorporator has executed these Article of Incorporation the 25th day of March, 1997.


James Carey

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

97172-2 3/25/97

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

James Carey Photography, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Orlando, State of Florida, has named James Carey, 1634 Sackett Circle, Orlando, FL 32818, as agent to accept service of process with the State of Florida.

ACKNOWLEDGMENT:

Having been named to serviced of process for the above-stated corporation, at the place designated in the 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.

James Carey
Registered Agent

3-25-97
Date