

P97000057226

Stephanie's Photo Studio, Inc.
527 Fleming Ave
Greenacres, FL 33463

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/27/97--01075--005
****122.50 ****122.50

RE: Stephanie's Photo Studio, Inc.

Gentlemen:

Enclosed please find:

1. Original and one copy of Articles of Incorporation pertaining to Stephanie's Photo Studio, Inc.
2. Certificate Designating Place of Business and Registered Agent.
3. A check in the amount of \$1225.00 for payment of filing fees.

Please file these Articles as soon as possible. Upon its approval, please return a certified copy of these Articles of Incorporation to the undersigned via the self-addressed stamped envelope provided.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,



Steve Maresco

FILED
97 JUN 27 PM 1:56
SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Stephanie's Photo Studio, Inc.

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SECRET
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Stephanie's Photo Studio, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing
on the date of *acceptance* of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purposes of transacting
any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of
common stock, par value, \$1.00 per share.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power
for the election of Directors and for all other purposes shall be vested
exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation
of the same kind, class or series as that which is already holds, shall have
the right to purchase his pro rata share thereof (as nearly as may be done
without issuance of fractional shares) at the price at which it is offered
to others.

ARTICLE VII - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this
Corporation is 527 Fleming Ave, Greenacres, FL 33463 and the
name of the initial registered agent of this Corporation at that address is
Steve Maresco

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial Director of this Corporation are as follows:

Steve Maresco 527 Fleming Ave, Greenacres, FL 33463

ARTICLE IX - INCORPORATOR

The names and addresses of the persons signing these Articles are:

Steve Maresco 527 Fleming ave, Greenacres, FL 33463

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or

IN WITNESS WHEREOF, the undersigned have executed these
Articles of Incorporation on this 14th day of June, 1997

Steven P. Maresco

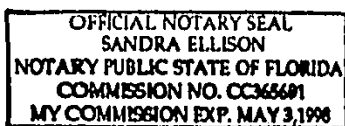
State of Florida)
County of Palm Beach SS:

BEFORE ME, a Notary Public authorized to take acknowledgements
in the State and County set forth above, personally appeared
Steve Maresco, known to me and known by me to be the persons
who executed the foregoing Articles of Incorporation, and they acknowledged
before me that they executed these Articles of Incorporation.

SWORN TO and subscribed before me in the State and County afore-
said on this 14th day of June, 1997

Sandra Ellison

My commission expires:



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

In pursuance of Chapter 48.091 of the Florida Statutes, the
following is submitted in compliance with said Act:

First: Stephanie's Photo Studio Inc, desiring to organize under
the laws of the State of Florida, with its registered office as indicated in
the Articles of Incorporation in the City of Greenacres , County of Palm Beach
State of Florida , has named Steve Maresco , whose business office is
located at 527 Fleming Ave, Greenacres FL , as its registered agent
to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated Corporation, at the place designated in this Certificate, I hereby
accept to act in this capacity and agree to comply with the provision of
said Act relative to keeping open said office.



Steve Maresco