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FED ID # 59-2922875

July 14, 1997

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Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

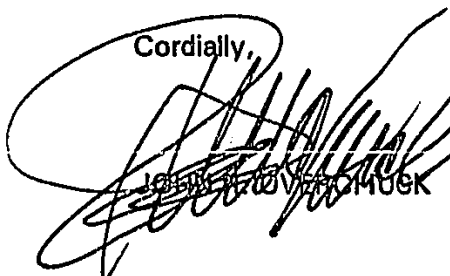
RE: KATHLEEN OVERCHUCK PHOTOGRAPHY, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above listed new corporation. Please allow the above company to be incorporated and return a certified copy of the sealed Articles to my office at your earliest convenience.

Thank you for your courtesy and cooperation.

Cordially,

  
JOHN OVERCHUCK

JRO/dls  
Enclosures

FILED  
97 JUL 18 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUL 18

BSB

**ARTICLES OF INCORPORATION  
OF**

**KATHLEEN OVERCHUCK PHOTOGRAPHY, INC.**

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**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, and to that end do hereby certify to the facts herein set forth as required by law.

**ARTICLE I  
NAME**

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The name of this corporation is  
KATHLEEN OVERCHUCK PHOTOGRAPHY, INC.

**ARTICLE II  
DURATION**

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This corporation shall exist in perpetuity.

**ARTICLE III  
PURPOSE**

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The general nature of the business to be transacted by this corporation is all any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV  
CAPITAL STOCK**

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This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

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The street address of the initial registered office of this corporation shall be:

90 East Livingston Street, Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

JOHN R. OVERCHUCK, ESQUIRE

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS AND OFFICERS**

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A. This corporation shall have one (1) 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 (1).

B. The names and addresses of the initial directors and officers of this corporation are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>OFFICE</u>
Kathleen J. Overchuck	926 Palm Cove Drive Orlando, Florida 32835	President

**ARTICLE VII**  
**INCORPORATOR**

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The name and address of the person signing these Articles is:

KATHLEEN J. OVERCHUCK	926 Palm Cove Drive Orlando, Florida 32835
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**ARTICLE VIII  
BY-LAWS**

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

**ARTICLE IX  
AMENDMENT**

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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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10<sup>th</sup> day July, 1997.

  
KATHLEEN J. OVERCHUCK  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

SWORN and SUBSCRIBED before me this 10<sup>th</sup> day of July, 1997, by KATHLEEN J. OVERCHUCK, who is personally known to me or who has produced Florida drivers license #0162-510-72-727 as identification and who did take an oath.

  
NOTARY PUBLIC  
My Commission Expires:



**CERTIFICATE OF ACCEPTANCE  
AS REGISTERED AGENT**

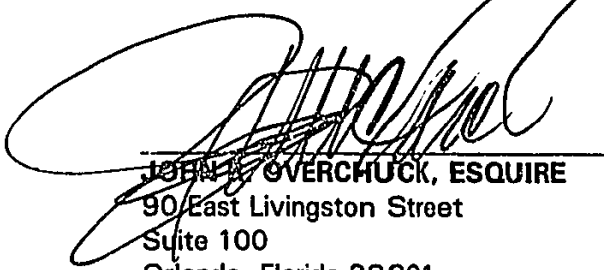
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as the registered agent in the Articles of Incorporation of **KATHLEEN OVERCHUCK PHOTOGRAPHY, INC.**, I hereby accept and agree to act in this capacity.



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**JOHN A. OVERCHUCK, ESQUIRE**  
90 East Livingston Street  
Suite 100  
Orlando, Florida 38201  
(407) 839-0661  
Fax: (407) 839-4991