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LAW OFFICES

HARBSMEIER, DEZAYAS & APPEL

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

5120 SOUTH LAKELAND DRIVE
SUITE 3
POST OFFICE BOX 6069 (33807)
LAKELAND, FLORIDA 33813

TELEPHONE (941) 619-7330
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October 28, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002334721--3
-10/31/97--01028--008
⑥ ****122.50 ****122.50

Re: R. J. Spalding Photography, Inc.

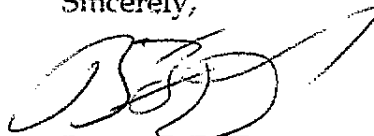
To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation for filing, together with our check in the amount of \$122.50.

I would appreciate your filing this corporation and return a certified copy in the envelope provided for your convenience.

Should you have any questions, please do not hesitate to call.

Sincerely,


Bruno F. DeZayas

BFD/he
Enclosures

FILED
97 OCT 31 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER NOV 1 1997

ARTICLES OF INCORPORATION
OF
R. J. SPALDING PHOTOGRAPHY, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is R. J. SPALDING PHOTOGRAPHY, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of engaging in the business of photography or any other lawful business and to do anything necessary, proper, advisable, or convenient, for the accomplishment of said purposes, and to do all and other things incidental to them, or connected with them, that are not forbidden by the Florida corporation laws or by other laws, or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States or in any foreign country, to the extent that these purposes are not forbidden by the laws of that state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is ONE THOUSAND (1,000) shares of common stock with a par value of ONE DOLLAR (\$1.00) per share. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as directed by the Board of

Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation shall be located at 6030 South Florida Avenue, Suite "K", Lakeland, Florida 33813. The registered agent of this corporation shall be Rhonda J. Spalding, 6030 South Florida Avenue, Suite "K", Lakeland, Florida 33813.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member, who not need be a resident of the State of Florida, or shareholder of the corporation. The number of directors may be increased from time to time by the by-laws. The name and address of the initial director of this corporation is:

Rhonda J. Spalding	5102 Antigua Court Lakeland, Florida 33813
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ARTICLE VI - DURATION

The period of duration of this corporation is perpetual.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Rhonda J. Spalding, 5102 Antigua Court, Lakeland, Florida 33813.

ARTICLE VIII - INDEMNIFICATION

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

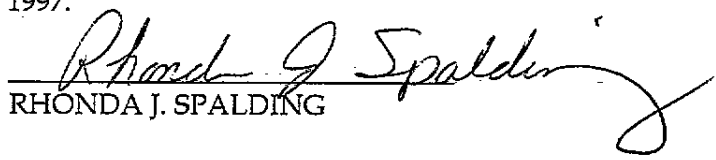
ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto.

ARTICLE X - PRE-EMPTIVE RIGHTS

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation that may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder, to all shares of common stock currently authorized and issued.

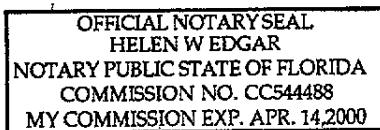
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 28 day of October, 1997.

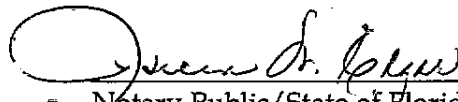
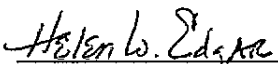

RHONDA J. SPALDING

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared RHONDA J. SPALDING, who is to me well known and to be the person described in and who executed and subscribed the above Articles of Incorporation , and she did so freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Lakeland, Polk County, Florida, this 28th day of October, 1997.




Notary Public/State of Florida

Printed Notary Name

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

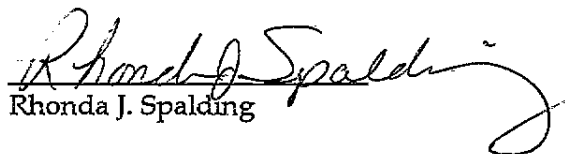
Pursuant to the provisions of Section 607.0501 or 617.05, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the required office/registered agent, in the State of Florida.

1. The name of the corporation is R. J. SPALDING PHOTOGRAPHY, INC.
2. The name and address of the registered agent is:

Rhonda J. Spalding
6030 South Florida Avenue, Suite "K"
Lakeland, Florida 33813

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 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:


Rhonda J. Spalding

Date:

10-28-97

FILED
97 OCT 31 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA