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97 NOV 19 PM 1:34

TRANSMITTAL LETTER
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

100002351661--9

-11/19/97--01048--005

*****70.00 *****70.00

SUBJECT: CARTWRIGHT'S PHOTO CORPORATION
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.00.

FROM:

TODD H. CARTWRIGHT
Name

PO BOX 86382
Address

ST. PETERSBURG, FL 33708
City, State, & Zip

(813) 392-0932
Telephone Number

P. Hall NOV 21 1997

Note: Additional copy of articles is needed only when certified copy is requested.

ARTICLES OF INCORPORATION

OF

CARTWRIGHT'S PHOTO CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be:

CARTWRIGHT'S PHOTO CORPORATION

ARTICLE II PRINCIPAL OFFICE

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

**410 150TH AVENUE, SUITE G
MADEIRA BEACH, FL 33708-2000**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**(1,000)
ONE THOUSAND**

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**WILLIAM B SHAW JR
18395 GULF BLVD #202
INDIAN SHORES, FL 33785**

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

TODD H. CARTWRIGHT
410 150TH AVENUE, SUITE G
MADEIRA BEACH, FL 33708

The undersigned has(have) executed these Articles of Incorporation this

14th day of NOVEMBER, 19 97.

Todd H. Cartwright PRESIDENT
Signature/Title

Signature/Title

Signature/Title

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the corporation is: CARTWRIGHT'S PHOTO CORPORATION

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

William B Shaw, Jr
(NAME)

18395 GULF BLVD #202
(P.O. BOX NOT ACCEPTABLE)

INDIAN SHORES FL 33785
(CITY/STATE/ZIP)

SIGNATURE Todd H. Cantury
(corporate officer)

TITLE PRESIDENT

DATE 11/14/97

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 William B Shaw Jr

DATE 11/14/97