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NEW FILINGS	AMENDMENTS				
Profit	Amendment				
NonProfit	Resignation of R.A., Officer/Di	rector			
Limited Liability	Change of Registered Agent				
Domestication	Dissolution/Withdrawal				
Other	Merger				
OTHER DILINGS	REGISTRATION/				
Annual Report	QUALITICATION				
Fictitious Name	Foreign				
Name Reservation	Limited Partnership	nEC 3	DEC 3 0 1997		
	Reinstatement	P.Hall			
	Trademark	-			
1	Other				
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Articles of Incorporation

of

FILED

Naples Custom Photo, Inc.

97 DEC 29 AM 10: 05 SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is Naples Custom Photo, Inc. and the street address of the initial registered and principal office of this Corporation is 1031 5th Ave., No.; Naples, FL 34102.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

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

ARTICLE IV

This Corporation is authorized to issue five hundred (500) shares of \$1.00 par value common stock.

ARTICLE V

The street address of the initial registered office of this Corporation is: 1031 5th Ave., No., Naples FL 34102, and the name of the initial registered agent of this corporation at that address is Richard L. Cunningham.

ARTICLE VI

This Corporation shall have two (2) Directors 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). The names and addresses of the initial Directors of this Corporation are:

Richard L. Cunningham Naples Custom Photo, Inc.

1031 5th Ave., No.

Naples, FL 34102

William R. Cunningham Naples Custom Photo, Inc. 1031 5th Ave., No. Naples, FL 34102

ARTICLE VII

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of December, 199

Richard L. Cunningham

Naples Custom Photo, Inc.

State of Florida

County of Collier

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared **Richard L. Cunningham**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and has acknowledged before me that he executed these Articles of Incoporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in

the State and County aforesaid, this 23 day of

SEAL:

MINNA L. POLING
MY COMMISSION # CC 694640
EXPIRES: November 5, 2001
Bonded Thru Notary Public Underwriters

My Commission Expires:

Notary Public

Naples Custom Photo, Inc.

Acceptance of Registered Agent

97 DEC 29 AM 10: 05

SECRETARY OF STATE FALLAHASSEE, FLORIDA

State of Florida

County of Collier

BEFORE ME, the undersigned authority, personally appeared Richard L. Cunningham, to me known to be the person described in the foregoing Articles of Incorporation as the Resident Agent, and who hereby accepts said designation, and further states that the place of business for which said Resident Agent will accept service of papers on behalf o the corporation is 1031 5th Avenue, No., Naples, FL 34102, and he acknowledged before me that he executed this Accentance freely and voluntarily and for the uses and purposes therein expressed.

Richard L. Cunningham

SWORN TO AND SUBSCRIBED before me in the County and State last aforesaid, this

23rd day of December, 19

MINNA L. POLING
MY COMMISSION # CC 694840
EXPIRES: November 5, 2001
Bonded Than Notary Public Underwriters

Notary Public

My commission Expires: