



THE UNITED STATES
CORPORATION
COMPANY

P97000188971

ACCOUNT NO. : 7072100000032

REFERENCE : 649122 7132271

AUTHORIZATION

Patricia T. Pitt

COST LIMIT : \$ 122.50

ORDER DATE : December 24, 1997

ORDER TIME : 11:42 AM

500002382505--7

ORDER NO. : 649122-005

CUSTOMER NO: 7132271

CUSTOMER: David P. Rankin, Esq
DAVID P. RANKIN, P.A.

Suite 332
3837 Northside Boulevard
Tampa, FL 33624

DOMESTIC FILING

NAME: MICHAEL ST. JOHN,
PHOTOGRAPHER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

W7-25691

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 5:05

DIVISION OF CORPORATIONS
97 DEC 24 PM 1:41

12-31-97
10-24-97
WS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 24, 1997

CSC NETWORK

RESUBMIT

Please give original
submission date as file date.

SUBJECT: MICHAEL ST. JOHN, PHOTOGRAPHER, INC.
Ref. Number: W97000028641

We have received your document for MICHAEL ST. JOHN, PHOTOGRAPHER, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 897A00060383

RECEIVED
97 DEC 30 AM 10:51
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF MICHAEL ST. JOHN, PHOTOGRAPHER, INC.
A CORPORATION**

The undersigned, all of whom are duly licensed to Michael St. John, Photographer, Inc. in the State of Florida, desiring to form a corporation in accordance with Chapter 607 of the Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

- 1.01 The name of the Corporation shall be Michael St. John, Photographer, Inc.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

- 2.02 The location and address of the Corporation's initial registered office in Florida is 4721-A N. Thatcher, Tampa, Florida 33614, Hillsborough County. **The initial registered agent is David P. Rankin, Esquire, whose address is 19108 St. Laurent Drive, Lutz, Florida 33549.**

ARTICLE THREE

PURPOSE

- 3.01 The purpose for which the Corporation is organized shall be to engage in the business of photography services within the State of Florida and to take all actions that are necessary or proper in connection with that practice.

ARTICLE FOUR

DURATION

- 4.01 The term of existence of the Corporation is perpetual.

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ARTICLE FIVE

INCORPORATORS

5.01 The names and post office addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Robert Michael Crowell	P.O. Box 151836 Tampa, Florida 33684-1836
Danette E. Crowell	P.O. Box 151836 Tampa, Florida 33684-1836

ARTICLE SIX

DIRECTORS

6.01 The Board of Directors shall consist of two members:

Name: Robert Michael Crowell 3324 Silvermoon Dr. Plant City, FL 33567
Danette E. Crowell 3324 Silvermoon Dr. Plant City, FL 33567

ARTICLE SEVEN

CAPITAL STOCK

7.01 The number of shares of stock that the corporation is authorized to have outstanding is 100 all of which shall be common shares with par value of ten dollars (\$10.00)

ARTICLE EIGHT

STATED CAPITAL

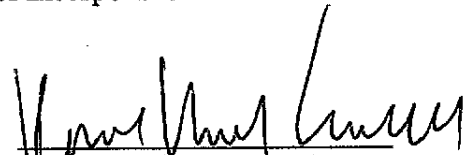
8.01 The amount of capital with which the corporation shall begin business is one thousand dollars (\$1,000.00).

ARTICLE NINE

AMENDMENT OF ARTICLES

9.01 The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on
12/23/97.


Robert Michael Crowell

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

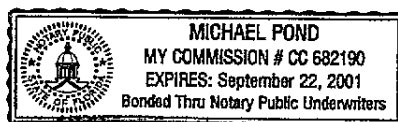


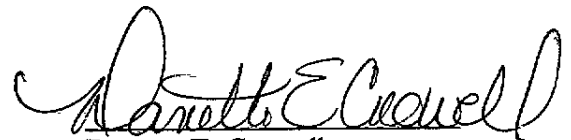
On 12/23/97, before me President, the undersigned officer, personally appeared Robert Michael Crowell, known to me to be the person whose name is subscribed to this document and acknowledged that he executed the document for the purposes contained within it.

IN WITNESS WHEREOF, I sign here and set my official seal.



My commission expires 9/22/01



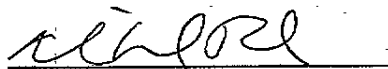

Danette E. Crowell

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On 12/23/97, before me Vice President and Secretary/Treasurer, the undersigned officer, personally appeared Danette E. Crowell, known to me to be the person whose name is subscribed to this document and acknowledged that he executed the document for the purposes contained within it.

IN WITNESS WHEREOF, I sign here and set my official seal.



My commission expires 9/22/01

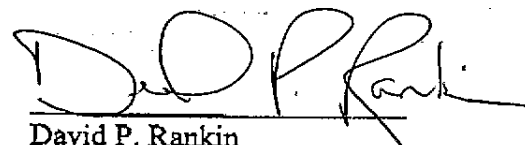
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is Michael St. John Photographer, Inc.
2. The name and address of the registered agent is:

David P. Rankin
19108 St. Laurent Dr.
Lutz, FL 33549

Signed:

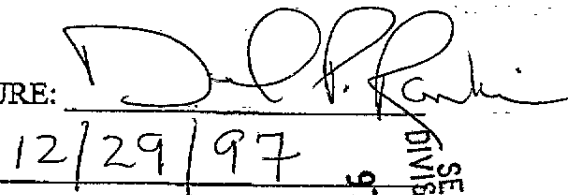


David P. Rankin
REGISTERED AGENT
December 29, 1997

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: _____

DATE: _____



12/29/97

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