

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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P98000012735

Gulf Coast Photography, Inc.

EFFECTIVE DATE

02-05-98

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-02/09/98--01047--034
LTD Partnership File ****122.50 ****122.50
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L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
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Fictitious Owner Search _____
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Signature _____

Requested by: DW

Name _____

Date 2/9/98

Time 10:35

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2-9-98

ARTICLES OF INCORPORATION

OF

GULF COAST PHOTOGRAPHY, INC.

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The undersigned, for the purposes of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name and Mailing Address

The name and mailing address of the corporation is GULF COAST PHOTOGRAPHY, INC.,
P.O. Box 10577, Naples, Florida 34101.

ARTICLE II

Duration

EFFECTIVE DATE
02-05-98

This corporation shall exist perpetually, commencing on the date of execution and acknowledgement of these Articles of Incorporation or upon filing with the Department of State of the State of Florida, in the event these Articles are not filed within five (5) days, exclusive of legal holidays, after execution and acknowledgement.

ARTICLE III

Nature of Business

This corporation is organized for the purposes of transacting any or all business permitted under the laws of the United States or the State of Florida, including but not limited to, the ability to purchase, take, receive, lease or otherwise acquire, hold, own, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets; to lend money to, and use its credit to assist its officers and

employees in obtaining loans; to purchase, take, receive, subscribe for, or to otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof; to make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge all or any of its property, franchises, and income; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; to conduct its business, carry on its operations, and have officers and exercise powers granted by the state either within or without of this state; to elect or appoint officers and agents of the corporation and define their duties and fix their compensation; to make and alter bylaws, not inconsistent with these articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation; to make donations for the public welfare or for charitable, scientific or educational purposes; to transact any lawful business which the board of directors shall find will be in aid of governmental policy; to pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any and all of the directors, officers or employees of its subsidiaries; to provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; to be a promotor, incorporator, general partner, limited partner, member, associate,

or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise and to have and exercise all powers necessary or convenient to effect any of these purposes.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 9624 Crescent Garden Drive, #101, Naples, FL, 33109 and the name of the initial registered agent is Elaine Lucas and her address is 3411 Tamiami Trail North, Suite 204, Naples, FL 34103.

ARTICLE VI

Directors

This corporation shall initially have two directors. The number of directors may be increased or decreased from time to time by the bylaws but shall never be fewer than two. The name and the street address of the first board of directors is:

NAME

STREET ADDRESS

Patricia C. Hayes

9624 Crescent Garden Drive, #101

Naples, FL 34109

Sheila J. Marshall

5802 Woodmere Lake Club, #J202

Naples, FL 34112

ARTICLE VII

Incorporator

The name and address of the Incorporator of this corporation is ELAINE LUCAS 3411 Tamiami Trail North, Suite 204, Naples, Florida 34103.

ARTICLE VIII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, amended or repealed in the manner provided in the bylaws by either the shareholders or the directors.

ARTICLE IX

Restrictions on Transfer of Stock

The shareholders, may, by bylaw provision or by shareholder's agreement, recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE X

Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI

Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the Incorporator has executed these Articles the 5th day of February, 1998.

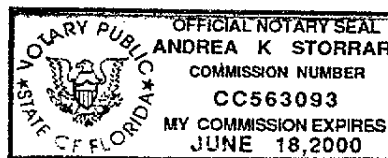
Elaine Lucas
ELAINE LUCAS, INCORPORATOR

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 5th day of February, 1998, by ELAINE LUCAS, who is personally known to me and acknowledged she signed these Articles for the purposes contained therein.

Andrea K Storrar
Notary Public, State of
Florida at Large



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA AND NAMING THE AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

GULF COAST PHOTOGRAPHY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Florida, has named ELAINE LUCAS located at 3411 Tamiami Trail North, Suite 204, Naples, Fl 34103, as its agent to accept service of process within the State of Florida.

Elaine Lucas
ELAINE LUCAS, Incorporator

Dated: February 5, 1998

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Elaine Lucas
ELAINE LUCAS, Agent for Service

Dated: February 5, 1998

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