

P98000012955

TRANSMITTAL LETTER

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

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-02/09/98--01123--014
*****78.75 *****78.75

RE: IMAGE FACTORY PHOTOGRAPHY, INC.

I enclose an original and 2 copy(ies) of the Articles of Incorporation for the above corporation and a check in the amount of \$ 122.50.

Respectfully submitted,

William G. Delaney

From: William G. Delaney
(Name)
(38233)
38233 Collins Avenue
(Address)
Zephyrhills, Florida 33541
(City, State and Zip)
(813) 788-4808
(Telephone Number)

FILED
98 FEB -9 AM 9: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FN 2-10-98

ARTICLES OF INCORPORATION
OF
IMAGE FACTORY PHOTOGRAPHY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

IMAGE FACTORY PHOTOGRAPHY, INC.

ARTICLE II PRINCIPAL OFFICE

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

38233 Collins Avenue
Zephyrhills, Florida 33541

ARTICLE III CAPITAL STOCK

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

100 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

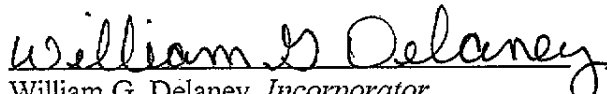
William G. Delaney
38233 Collins Avenue
Zephyrhills, Florida 33541

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

William G. Delaney
38233 Collins Avenue
Zephyrhills, Florida 33541

The undersigned has executed these Articles of Incorporation this 26th day of November, 1997.


William G. Delaney, *Incorporator*

CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

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:

IMAGE FACTORY PHOTOGRAPHY, INC.

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

William G. Delaney
38233 Collins Avenue
Zephyrhills, Florida 33541

Signature: William G. Delaney
William G. Delaney
Title: President
Date: November 26, 1997

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TALLAHASSEE, FLORIDA

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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 G. Delaney
William G. Delaney
Date: November 26, 1997