

P98000012955

TRANSMITTAL LETTER

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

800002425508--7  
-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:

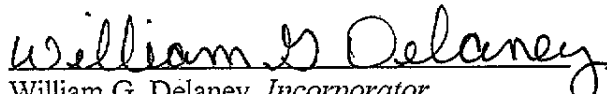
William G. Delaney  
38233 Collins Avenue  
Zephyrhills, Florida 33541

**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