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**CAPITAL CONNECTION, INC.**

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

Photo, Inc.

RECEIVED  
98 DEC -4 PM 1:59  
DIVISION OF CORPORATION

Signature \_\_\_\_\_

Requested by: Cher

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Name \_\_\_\_\_

Date \_\_\_\_\_

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Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

✓ Art of Inc. File

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LTD Partnership File \*\*\*\*\*78.75 \*\*\*\*\*78.75

Foreign Corp. File \_\_\_\_\_

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 \_\_\_\_\_

Fictitious Search \_\_\_\_\_

Fictitious Owner Search \_\_\_\_\_

Vehicle Search \_\_\_\_\_

Driving Record \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_

UCC 11 Search \_\_\_\_\_

UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATION  
98 DEC -4 PM 3:09

DEC 4 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**PHOTIZO, INC.**

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DIVISION OF CORPORATIONS

98 DEC -4 PM 3:09

The undersigned, acting as Incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. NAME: The name of this corporation is:

PHOTIZO, INC.

2. ADDRESS OF PRINCIPAL OFFICE:

762 Chicago Avenue  
Ocoee, Florida 34761

3. MAILING ADDRESS:

762 Chicago Avenue  
Ocoee, Florida 34761

4. CAPITAL STOCK: The corporation is authorized to issue the following number of shares of the following classes at the following par values:

No. Shares	Class	Par Value
3000	Common	\$1.00

5. INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office, principal place of business and mailing office of this corporation is as follows:

762 Chicago Avenue  
Ocoee, Florida 34761

The name of the initial registered agent at that address is ROBERT H. MUIR.

6. INITIAL BOARD OF DIRECTORS: This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors are:

Robert H. Muir  
762 Chicago Avenue  
Ocoee, Florida 34761

7. INCORPORATOR(S): The name(s) and address(es) of the Incorporator(s) signing these Articles of Incorporation are:

Robert H. Muir  
762 Chicago Avenue  
Ocoee, Florida 34761

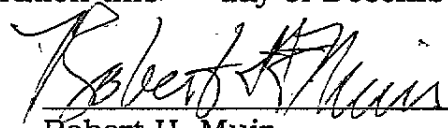
8. BY LAW AMENDMENT: The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

9. INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

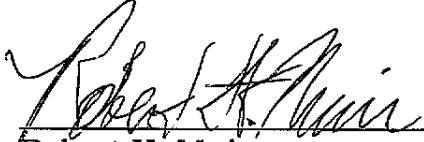
10. INFORMAL ACTION OF DIRECTORS: If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

11. AMENDMENT OF ARTICLES: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation this 3 day of December, 1998.

  
Robert H. Muir  
Incorporator

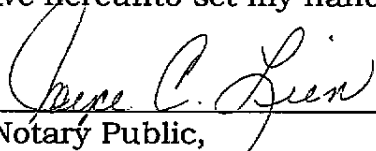
Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.501, Florida Statutes, 1997.

  
Robert H. Muir  
Registered Agent

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared Robert H. Muir to me known to be the person(s) who, under oath, executed the foregoing Articles of Incorporation, and he/they acknowledged to and before me that he/they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3 day of December, 1998.

  
Notary Public,  
State of Florida

My Commission Expires:

Name: Joyce C. Lien  
Address:  
811 N. Magnolia Avenue  
Orlando, Florida 32803-3810

JOYCE C. LIEN  
Notary Public, State of Florida  
My comm. expires Sept. 11, 2001  
No. CC 679528

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

of

**PHOTIZO, INC.**

Pursuant to the provisions of section 607.501, 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:

PHOTIZO, INC.

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

Robert H. Muir  
762 Chicago Avenue  
Ocoee, Florida 34761

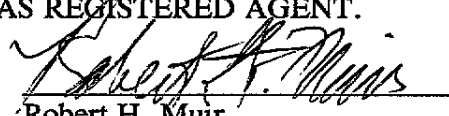


Robert H. Muir  
Registered Agent

Date: December 3, 1998

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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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.



Robert H. Muir

Date: December 3, 1998