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Florida Department of State  
 Division of Corporations  
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 99 APR 16 AM 7:40  
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 TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

MEADE.PHOTOGRAPHY, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION OF  
MEADE. PHOTOGRAPHY, INC.**

**ARTICLE I. NAME**

The name of this corporation shall be: Meade. Photography, Inc.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of conducting any business authorized under the laws of the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 100 shares of common capital stock with a par value of one dollar (\$1.00) per share.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

Hodkin & Ostrow, P.A.  
2300 East Las Olas Boulevard, Fourth Floor, Fort Lauderdale, FL 33301 - Telephone: (954) 767-3345  
Jeffrey M. Ostrow, Esquire - Florida Bar Number: 121452

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**ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation, at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles of Incorporation, A Copy  
Of Which Is On File At This Corporation's Principal Office."

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board of Directors shall be one  
(1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of the individual who shall serve as the member of the Initial Board of Directors is:

Hodkin & Ostrow, P.A.  
2300 East Las Olas Blvd., Fourth Floor, Fort Lauderdale, FL 33301; Telephone: (954) 767-3345

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Andrew Meade, 12100 Northeast 16<sup>th</sup> Avenue, North Miami, Florida 33161.

**ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of the corporation's principal office and the address of this corporation's initial registered office shall be: 12100 Northeast 16<sup>th</sup> Avenue, North Miami, Florida 33161.

The name of the individual who shall serve as this corporation's initial registered agent at that address is Andrew Meade.

**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator is:

Andrew Meade, 12100 Northeast 16<sup>th</sup> Avenue, North Miami, Florida 33161.

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
ANDREW MEADE, Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of MEADE. PHOTOGRAPHY. I hereby state that I am familiar with and

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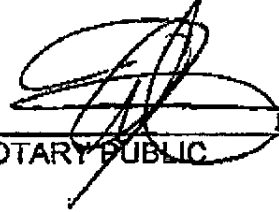
accept the duties and responsibilities as registered agent for MEADE. PHOTOGRAPHY.



ANDREW MEADE, Registered Agent of  
MEADE. PHOTOGRAPHY

State of Florida )  
ss:  
County of \_\_\_\_\_ )

On April 8, 1999, ANDREW MEADE, designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of MEADE. PHOTOGRAPHY.



NOTARY PUBLIC

My Commission Expires on:

3/8/02



Jeffrey M. Ostrow  
Commission # CC 722749  
Expires March 8, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

FILED  
99 APR 16 AM 7:40  
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