

999000046095

May 7, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: ROSS JEFFERIES PHOTOGRAPHY, INC.

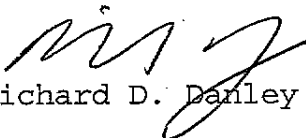
Gentlemen:

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-05/17/99--01116--019
****140.00 *****70.00

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00.

This represents the cost of the Filing Fees and Fee for Registered Agent Designation for the above named corporation.

Very truly yours


Richard D. Danley

ROSS JEFFERIES PHOTOGRAPHY, INC
C/o Richard D. Danley
3501 13th Street
St. Cloud, FL 34769

(407) 892-1002

FILED
99 MAY 17 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

ROSS JEFFERIES PHOTOGRAPHY, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLES I - CORPORATE NAME & ADDRESS

The name of the Corporation is:

ROSS JEFFERIES PHOTOGRAPHY, INC.
95 PINE DR.
KENANSVILLE, FL 34739

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED THOUSAND shares (100,000) of ONE Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

ROSS JEFFERIES
95 PINE DR.
KENANSVILLE, FL 34739

ARTICLE VI - INITIAL BOARD OF DIRECTOR

This corporation shall have ONE (1) director initially. The number of director may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial director of the corporation are as follow:

ROSS JEFFERIES
95 PINE DR.
KENANSVILLE, FL 34739

ARTICLE VII - INCORPORATOR

The names and addresses of the person signing these Articles of Incorporation are as follow:

ROSS JEFFERIES
95 PINE DR.
KENANSVILLE, FL 34739

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 12 day of May, 1999.

Ross Jeffries (Seal)

STATE OF FLORIDA)

COUNTY OF OSCEOLA)

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROSS JEFFERIES known to me as produced HIS Drivers License # _____ as identification, and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 12 day of May, 1999.

(Notary Seal)

Richard D. Danley
(Notary Public, State of
Florida at Large)



Richard D. Danley
MY COMMISSION # CC704559 EXPIRES
April 24, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF
ROSS JEFFERIES PHOTOGRAPHY, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034
the following is submitted:

The above corporation, desiring to organize under the
State of Florida with its registered office as indicated
in the Articles of Incorporation at:

95 PINE DR.
KENANSVILLE, FL 34739

has named ROSS JEFFERIES at location at the aforesaid
address, as its Registered Agent to accept service of
process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above stated corporation at the place designated in this
certificate, I hereby accept to act in this capacity and
agree to comply with the provisions of Florida Law in
keeping open said office.


(Registered Agent)

FILED
99 MAY 17 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA