

Division of Corporations

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## Florida Department of State

Division of Corporations

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Account Number : 073324000622  
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## FLORIDA PROFIT CORPORATION OR P.A.

NewSport Photography, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
**OF**  
**NewSport Photography, Inc.**

SECRETARY OF STATE  
TALAHASSEE, FLORIDA

99 JUL 22 AM 11:27

FILED

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is NewSport Photography, Inc. (the "Corporation").

**ARTICLE II**

The organization is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

**ARTICLE III**

The Corporation is authorized to issue 10,000 shares of common stock, with a par value of \$1.00 per share.

**ARTICLE IV**

The address of the principal office of the Corporation and its mailing address is: 4981 SW 74<sup>th</sup> Court, Miami, FL 33155.

**Preparer:**

John M. Michel, Esq.  
Florida Bar No. 141658  
Allen & Galego (see fictitious name filing for registered agent)  
601 Brickell Key Drive, Suite 805  
Miami, FL 33131  
Phone (305) 372-3300

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#### ARTICLE V

The street address of the Corporation's initial registered office 5740 SW 57<sup>th</sup> Terrace, Miami, FL 33143, and the name of the initial registered agent at such office is Dan Helms.

#### ARTICLE VI

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE VII

The name and address of the incorporator of the Corporation is Dan Helms, 5740 SW 57<sup>th</sup> Terrace, Miami, FL 33143,

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 22 day of July, 1999.

  
Dan Helms, Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for , at the place designated in the articles of incorporation:

- (i) I agree to act in this capacity;
- (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and
- (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 22 day of July, 1999.

By:

Dan D. Helms, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

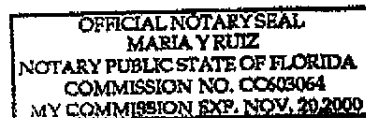
The foregoing instrument was acknowledged before me on this 22 day of July, 1999 by Dan Helms, to me personally known and who has taken the oath.

Maria Y. Ruiz  
Notary Public, State of Florida

Maria Y. Ruiz  
(Print Name)

My Commission Expires: 11/20/00

Dated as of the 22 day of July, 1999



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