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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**BUSINESS CORPORATION**

**ARTICLES OF INCORPORATION**

(To Be Filed In Duplicate Original)

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIVISION  
MAY 23 11 04 AM '03

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is JENNIFER NEVES PHOTOGRAPHY, INC.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:  
the conduct of a photography studio, and the sale of all related photographic items and services

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 600 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.):

no par value

*or*  
(b) *If more than one class:* Total number of shares \_\_\_\_\_ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

See attached paragraph 5

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By KMC  
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**FIFTH:** Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended: In the event that any stockholder, or the respective heirs, administrators, executors or assigns of any stockholder, or any person or persons to whom title of any stockholder in stock of this corporation may devolve or pass by assignment for the benefit of creditors, appointment of a Receiver, filing of a Petition in Bankruptcy, or any portion of his stock of this corporation, he shall, before offering the same for sale to any other party, give notice in writing, to the corporation of his desire to sell, and in such writing offer to sell the same to the corporation at the lowest price at which he is willing to sell said stock. Within twenty (20) days after the receipt of any such notice the Board of Directors shall elect whether to accept such offer. If the Board of Directors shall elect to purchase the shares so offered, the Secretary or Treasurer, or some other officer designated by the Board of Directors, shall forthwith and within said twenty (20) days deliver in person to such stockholder or mail by registered mail, postage prepaid, addressed to him at his usual post office address as stated in the books of the corporation, a notice in writing, signed by the Secretary or Treasurer, or such other officer of the election by the corporation to purchase such stock. Such notice shall state that such stockholder may receive the purchase price for such stock at the office of the corporation upon transfer to the corporation of the shares sold. If such notice of election to purchase shall not be given within the time above limited the stockholder shall be at liberty to sell his stock to any other party, provided that such sale is made within fifteen (15) days after the expiration of said twenty (20) days and at a price not less than the price at which it was offered to the corporation. The directors may in particular instances consent to any such proposed sale, but no such consent or waiver shall extend to other or subsequent instances.

**SIXTH:** Provisions (if any) for the regulation of the internal affairs of the corporation.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or employee of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) judgments, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See attached paragraph 6

7. The address of the initial registered office of the corporation is 200 Ferry Road

(Street Address, not P.O. Box)

Bristol

, RI

002809

and the name of its initial registered agent

at such address is

(City/Town)

Ferdinand A. Bruno

(Zip Code)

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is Zero and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>President and Treasurer</u>	<u>Jennifer Neves Ferreira</u>	<u>21 Academy Avenue, Bristol, R.I. 02809</u>
<u>Vice President</u>	<u>Michael Ferreira</u>	<u>21 Academy Avenue, Bristol, R.I. 02809</u>
<u>Secretary</u>	<u>Maria A. Neves</u>	<u>2 Oceanview Road, Bristol, R.I. 02809</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Jennifer Neves Ferreira</u>	<u>21 Academy Avenue, Bristol, R.I. 02809</u>

10. Date when corporate existence is to begin immediately  
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: May 23, 2003  
Jennifer Neves Ferreira  
\_\_\_\_\_  
Signature of each Incorporator

STATE OF Rhode Island  
COUNTY OF Bristol

In Bristol, on this \_\_\_\_\_ day of May, 2003, personally appeared before me Jennifer Neves Ferreira, each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Ferdinand A. Bruno  
Notary Public  
My Commission Expires: June 15, 2005