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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : ARIAS TOVAR & ASSOCIATES, P.A.
Account Number : I20000000125
Phone : (954)385-2284
Fax Number : (954)385-8864

LIMITED LIABILITY COMPANY

IMAGE & RETAIL SOLUTIONS, LLC.

Certificate of Status	0
Certified Copy	1
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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED AND FILED

Handwritten initials and date: *SB*
5/2/03

H03000173305 I

ARTICLES OF ORGANIZATION
OF
IMAGE & RETAIL SOLUTIONS, LLC.

The Undersigned, as a member or an authorized representative of a member of the Company, pursuant to Chapter 608, Florida Statutes, files the following Articles of Organization establishing a Florida Limited Liability Company named IMAGE & RETAIL SOLUTIONS, LLC.

ARTICLE I: NAME

The name of the Company shall be: **IMAGE & RETAIL SOLUTIONS, LLC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this Company shall be:
1725 Main Street, Suite 205, Weston, FL 33326

ARTICLE III: DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV: PURPOSE

The Company is organized for the purpose of engaging in the photography, marketing and media industry, including the operation and management of any commercial and investments activities related to these and other areas in connection thereof and shall conduct any all lawful business in the United States and abroad.

ARTICE V: MANAGEMENT

The Company shall be managed by one or more managers and is therefore a manager - managed company. The initial managers of the Company shall be four (4), to hold office until their successors have been duly elected and qualified, or until their earlier resignation, removal from office or death.

The number of Managers may increase or decrease in accordance with the procedure stated in the By-Laws of the company.

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May. 2. 2003 4:00PM

ARIAS TOVAR & ASSOCIATES.PA

No.9177 P. 3/3

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The name and address of the initial Managers are:

Eduardo Aldrey: 1725 Main Street, Suite 205, Weston, FL 33326
 Rodrigo Machado: 1725 Main Street, Suite 205, Weston, FL 33326
 Lilian Gretel Dohse Panting: 1725 Main Street, Suite 205, Weston, FL 33326
 Antonio Quintero: 1725 Main Street, Suite 205, Weston, FL 33326

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street address of the initial Registered Agent is:

Ileana Arias Tovar, Esq.
 Weston Town Center
 1725 Main Street, Suite 205
 Weston, FL 33326

Having been named as registered agent and to accept service of process for the above stated Company 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.

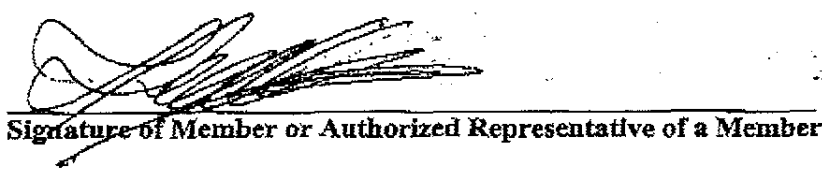


Signature of Registered Agent

Date: April 28, 2003

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IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has signed these Articles of Organization this 28 day of April 2003



Signature of Member or Authorized Representative of a Member