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FILED
02 APR 29 AM 11:26
CLERK OF STATE
TALLAHASSEE FLORIDA

April 25, 2002

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

700005368177-4
-04/29/02-01061-015
*****78.75 *****78.75

Re: **FREEZE FRAME PHOTOGRAPHY, INC.**
File No. 8426

To Whom it May Concern:

Enclosed you will find an original and one copy of the Articles of Incorporation for the corporation, **FREEZE FRAME PHOTOGRAPHY, INC.**

Enclosed please find a check in the amount of \$78.75 to cover the filing fee for the incorporation and the one certified copy.

Please forward the stamped certified copy of the Articles to my office in the self addressed stamped envelope provided herein.

If you should have any questions regarding this matter, please do not hesitate to contact me at the above number.

Thank you in advance for your assistance and cooperation in this matter.

Sincerely yours,


Robert M.W. Shalhoub

Enclosures

cc: Client

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**ARTICLES OF INCORPORATION
OF
FREEZE FRAME PHOTOGRAPHY, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I - CORPORATE NAME

The name of the corporation shall be: **FREEZE FRAME PHOTOGRAPHY, INC.**

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is:

1. To engage in any activities or business permitted under the laws of the United States and the State of Florida.
2. To do such other things as are incidental to the foregoing, or necessary or desirable, in order to accomplish the foregoing, including borrowing or raising money for any purpose of the corporation, securing same, mortgaging all or any part of the corporate property, and to create, issue, draw and accept and negotiate bonds

and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record and by not more than ten (10) persons. Stock will be issued and transferred only to: 1) natural persons; 2) estates, or 3) a trust as described in 26 U.S.C.S., Section 1371, defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE VI

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. If the corporation fails or refuses to make satisfactory arrangements for the purchase of such shares within ninety (90) days from the written notice thereof, the stockholder shall have the right to dispose of his shares as he may see fit.

Each share certificate issued by the corporation shall have printed or stamped

thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation".

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is: **MICHELLE FERRARA**, 4061 Christopher Circle, Lake Worth, Florida 33403.

The principal office and the mailing address of the corporation is: 4061 Christopher Circle, Lake Worth, Florida 33403.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of the corporation are as follows: **MICHELLE FERRARA**, 4061 Christopher Circle, Lake Worth, Florida 33403.

ARTICLE IX - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is: **MICHELLE FERRARA**, 4061 Christopher Circle, Lake Worth, Florida 33403.

FREEZE FRAME PHOTOGRAPHY, INC.
Articles of Incorporation

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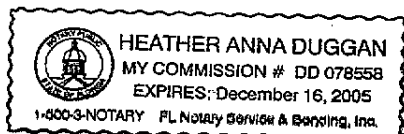
IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 25th day of April, 2002.


MICHELLE FERRARA

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25 day of
April, 2002 by **MICHELLE FERRARA**, who is personally known to me
or who has produced _____ as identification and who did take
an oath.

(SEAL)




Notary Public - State of Florida

CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT - MICHELLE FERRARA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at, 4061 Christopher Circle, Lake Worth, Florida 33403, has named **MICHELLE FERRARA**, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in this Certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law in keeping open said office.



MICHELLE FERRARA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA