

PO4000113151

04 AUG -2 AM 10:49
SECRET
DIVISION OF CORPORATIONS

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

EFFECTIVE DATE
8-1-04

(((H04000157960 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : ANN FISHER, P.A.
Account Number : 072720000265
Phone : (305) 665-5944
Fax Number : (305) 667-3089

FLORIDA PROFIT CORPORATION OR P.A.

Miami Stock Photos, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

OB 8/3

SECRET FILE
DIVISION
04 AUG -2 AM 10:49

ARTICLES OF INCORPORATION
OF
MIAMI STOCK PHOTOS, INC.

EFFECTIVE DATE
8-1-04

The undersigned adopts the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be Miami Stock Photos, Inc.

ARTICLE II - COMMENCEMENT & DURATION

The corporation shall commence its existence on August 1, 2004 and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - ADDRESS

The mailing address of the corporation is 12345 W. Dixie Highway, North Miami FL 33161.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
1,000	Common	\$1.00

Subject to applicable Florida statutes, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - REGISTERED AGENT

The name and address of the Registered Agent of the corporation is Jillen Lippincott, 12345 W. Dixie Highway, North Miami FL 33161.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation is Jillen Lippincott, 12345 W. Dixie Highway, North Miami FL 33161.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have four directors initially. The number of directors may be increased or decreased from time to time thereafter according to the bylaws of the corporation but shall never be less than one. The names and street addresses of the initial directors of this corporation are:

Jillen Lippincott	John J. Gillan
Paul Morris	Theresa G. Gillan
12345 W. Dixie Highway	13101 SW 14 Place
North Miami FL 33161	Davie FL 33325

ARTICLE VIII - SHAREHOLDER PROPERTY

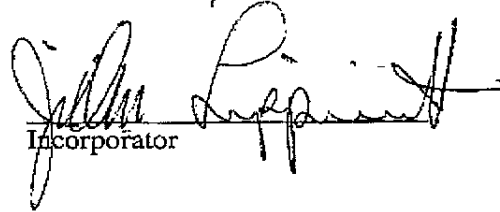
Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES

The Directors shall have the power to amend or repeal these Articles of Incorporation with not less than a two-thirds vote of the common stock.

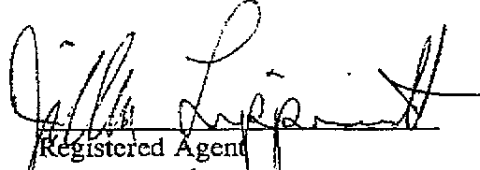
IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation this 29 day of July, 2004.


Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.


Registered Agent
Date: 7/29/04

04 AUG -2 AM 10:49
RECEIVED
DI...