

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: RMF Photo, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Scott Smith
Name (Printed or typed)

1936 Bruce B. Downs Blvd., # 124
Address

Wesley Chapel, FL 33544
City, State & Zip

813-260-0778
Daytime Telephone number

wwfpana@gmail.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

APPROVED
AND
FILED

16 JUN 17 PM 4:09

SECRETARY OF STATE
TALLAHASSEE FLORIDA

TO: SECRETARY OF STATE

THE UNDERSIGNED, of the age of twenty-one or over, for the purpose of forming a corporation pursuant to Florida revised statutes, do hereby execute the following Certificate of Incorporation:

FIRST: The name of the Corporation is:

RMF Photo, Inc.

SECOND: The name of the Registered Agent is:

Ryan Fernandez

THIRD: The Address of the Registered Agent is:

1936 Bruce B. Downs Blvd., #124
Wesley Chapel, FL 33544

FOURTH: The class of shares the corporation will have the authority to issue and the class of shares which are entitled to receive the net assets upon dissolution is no par value common stock. The total number of shares that the Corporation will have the authority to issue is:

75,000

FIFTH: The corporations principal and Registered Agent address are the same.

NAME	ADDRESS
Ryan Fernandez	1936 Bruce B. Downs Blvd., #124 Wesley Chapel, FL 33544

SIXTH: The name and address of the Incorporator is as follows:

NAME	ADDRESS
Scott Smith	1936 Bruce B. Downs Blvd., #124 Wesley Chapel, FL 33544

SEVENTH: The Corporation may vest authority in the Board of Directors to fix and determine if the Corporation is to issue more than one or any class of stock, as provided by Florida Statutes.

EIGHTH: The number of Directors constituting the initial Board of Directors may consist of one to nine members, as time to time may be determined by the majority vote of the Directors or as may be affixed by the majority vote of the shareholders of this Corporation. Directors need not be stockholders. The first Board of Directors shall consist of 1 or more members.

NINTH: The capital stock shall not be subject to assessment to pay the debts of the Corporation and no stock issued as fully paid-up shall ever be assessable or assessed.

TENTH: The duration of the Corporation shall be for a term of unlimited years.

ELEVENTH: The directors or officers of the Corporation have eliminated personal liability for damages for breach of fiduciary duty as directors or officers except acts or emissions, which involves intentional misconduct, fraud, or a knowing violation of law, or the payment of dividends in violation of Florida Law.

TWELFTH: The effective date of the Certificate of Incorporation shall be upon filing.

THIRTEENTH: The purpose or purposes for which the Corporation is organized are:

To engage in any lawful act or activity for which corporations may be organized, including acting as grantor of trusts, trustee of trusts, beneficiary of trusts, or manager of other entities.

To represent vendors, manufacturers, importers, sellers, dealers of any kind for the purpose to sell, distribute, advertise, import, export their product to all trades in all territories in the world. To purchase, take, receive, subscribe for, or otherwise acquire, buy, sell, exchange, grow, produce, manufacture, process, market, export, import, handle, store, distribute, own, hold, vote, use, employ, sell, mortgage, store, distribute and otherwise deal in any and all articles of any of all different products, both at wholesale and retail and acquire, construct, maintain, operate, buy, ell, lend, pledge and deal in and with stores selling such goods, wares and merchandise, to acquire, construct, establish, maintain operate or sell or dispose of any factories, plants, warehouses, machinery and equipment, markets, stores, depots and gathering and delivery routes and systems for such purpose in any state of the United States of America or the District of Columbia or any foreign country.

To engage in the business of bottling all foods, liquids, liquors, beverages and fluids that may legally be possessed, bottled and sold; to sell and distribute such food and drinks when bottled; to purchase or manufacture such food, liquors, or both; to manufactured, buy, sell, import and export such bottled foods, liquids and liquors and the bottles in which they are contained as well as the case necessary to hold such bottles in distribution.

To generally deal in any and all articles of food, food products, household products, groceries, dairy products, wines, liquors, beverages of all kind, meat and meat products, vegetables and vegetable products, provisions, produce, poultry, fish, game and food supplies of all kind, both at wholesale and retail and any other articles.

To manufacture, process, purchase, sell and generally trade and deal in and with goods, commodities, wares and merchandise of every kind, nature and description; to produce, raise, grow, process and deal in and with any product of every nature, whether product of plants, animals or trees; to produce, raise, catch, take, process and deal in and with fish, sea foods and maritime products of every nature; to produce raise, grow, cut process and deal in and with timber and forest products of every nature; to extract, mine for, process and deal in and with mineral products of every nature; to own, operate and carry on a transportation business as a private, contract, or common carrier by any means of transportation whatsoever; to engage and participate in any mercantile, manufacturing, industrial, trading, agricultural, fishing, lumbering, maritime, mining, oil mining, or mineral extractive, or transportation business of any kind or character whatsoever; to build, equip and operate any buildings, apartment houses, structures, condominiums, factories, warehouses or facilities, either for its own use and occupancy or for renting, leasing, letting and operating to others; and to do any and every act or acts, thing or things necessary or incident to, growing out of, or connected with the usual conduct of such businesses, or any of them, or of any part or parts thereof, for the accomplishment of any of such purposes.

Primarily to purchase, own and hold the stock of other corporations and to do every act and thing covered generally by the denomination "holding corporation," and especially to direct the operations of their corporations through the ownership of stock therein; to purchase, subscribe for, acquire, own, hold, sell, exchange, assign, transfer, create security interests in, pledge or otherwise dispose of shares or voting trust certificates, for shares of the capital stock or any bonds, notes, Securities, or evidences of indebtedness, created by state or district of county or country, nation, or government and also bonds or evidences or indebtedness of the United States or of any state, district, territory, dependency or country or nation, or government and also bonds or evidences or indebtedness of the United States or any state, district, territory, dependency or country or subdivision or municipality thereof, to issue in exchange therefore shares of the capital stock, bonds, notes, or other obligations of the Corporation and while the owner thereof to exercise all the rights, powers and privileges of ownership including the right to vote on any shares of stock or voting trust certificates so owned; to promote, lend money to and guarantee the dividends, stocks, bonds, notes, evidences of indebtedness, contracts or other obligations of and otherwise aid in any manner which shall be lawful, any corporation or association of which any bonds, stocks, voting trust certificates, or other securities or evidences of indebtedness shall be or for this corporation, in which, or in the welfare of which, this Corporation shall have any interest and to do any acts and things permitted by law and designed to protect preserve improve or enhance the value of any such bonds, stocks, or other securities of evidences of indebtedness or the property of this Corporation.

To construct, establish, purchase, lease and otherwise acquire and to hold, use, equip, outfit, supply, service, maintain, operate, sell and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions and other eating and drinking places and establishments of every kind and description and checkrooms, newsstands and cigar, cigarette and tobacco stands and stores and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires and purveyors, suppliers, those that prepare, servers and dispensers of food and drink; and to engage in all activities to render all services and to handle and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products and merchandise incidental or related thereto, or of use therein.

To acquire, buy, purchase, take, receive, lease, develop, subdivide, own, hold, improve, use, exchange, or otherwise, all or any part of or any interest in the real estate, properties, assets, business and goodwill of any one of more persons, firms, association, trusts, limited liability companies, limited liability partnerships, limited partnerships, foundations, charitable remainder trusts or corporations, heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this state: to pay for the same in cash, property, or its own stock.

To lend money and use its credit to assist its employees, to lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

To carry on its operation and conduct business in any state, in the District of Columbia and in any territory, dependency, or possession of the United States and in any foreign country.

To act for itself or others and represent others in the research, development, promotion, exploitation and marketing of new devices and ideas with respect to any merchantable product and for such purpose to engage in any advertising, circularization and all other lawful means of public education adopted to that end.

To purchase, hold, cancel, reissue, sell, exchange, transfer, or otherwise deal in its own shares from time to time to such an extent and in such manner and upon such terms as the Board of Directors of the Corporation shall determine; provided that this Corporation shall not use its funds or property for the purchase of its own shares when such use would cause any impairment of its capital, except to the extent permitted by law; and provided further that shares of the Corporation belonging to it shall not be voted upon directly or indirectly. To invest and deal with the funds of the Corporation in any manner and to acquire by purchase or otherwise the stocks, bonds, note, debentures and other securities and obligations of any government, state municipality, corporation, association, or partnership, domestic or foreign and while owner of any such securities or obligations, to exercise all the right to vote thereon for any and all purposes.

To sue and be sued, complain and defend, in its Corporate name.

To borrow money at such rates of interest as the Corporation may determine and contract debts; to make, issue and dispose of bonds, debentures, issue and dispose of notes and other obligations, secured or unsecured; and to make any lawful contract of guaranty, surety-ship or of any kind whatsoever, in connection with or in aid of, any corporation or other organizations any of whose securities this Corporation owns or in which this Corporation has an interest; to secure contracts, obligations and liabilities of any thereof in whole or in part, by mortgage, deed of trust, creation of security interests in, pledge, or other lien, upon any or all of the property of this Corporation where ever situated, acquired or to be acquired.

To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans and other incentive plans for any or all of its directors, officers and employees. To be a promoter, partner, member/associate, or manager of any partnership, joint venture, trust, limited liability company or other enterprise.

To have and exercise all powers necessary or convenient to effect its purposes.

To elect or appoint officers and agents of the corporations and define their duties and fix their compensation.

To organize or cause to be organized under the laws of any state of the United States, or of the District of Columbia, or of any territory, dependency or possession of the United States or of any foreign country, a corporation or corporations for the purpose of transacting, promoting, or carrying on any and all of the objects or purposes for which this Corporation is organized and to dissolve, wind up and liquidate, merger or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

Nothing contained in this Certificate of Incorporation shall be deemed to authorize or permit, this corporation to carry on any business or to exercise any power, or to do any act which a corporation formed under the Corporation Laws of this State may not at the time carry on or lawfully do.

FOURTEENTH: The holders of the majority of the common shares of this Corporation, issued and outstanding at any time, may directly call an emergency meeting of the stockholders by serving at least three (3) days prior and actual notice in any form on the holders, or representatives of the holders of record of all the other shares. The receipt of such actual notice shall be documented and said documentation or a true copy thereof, shall be attached to and made part of the minutes of the emergency shareholders' meeting. Said shareholders' meeting shall be empowered to elect a new board of directors and to conduct any and all other corporate business which are normally conducted at the annual stockholders meetings of the Corporation, utilizing the same rules as the annual meeting of the stockholders utilizes, with the exception that such emergency meeting by chaired by the representative of the majority stockholders who called said meeting.

FIFEENTH:

CONTACT

DAYTIME PHONE NUMBER

Scott Smith

813-260-0778

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of June in the year 2010.

Signature of Incorporator:


Scott Smith, Incorporator

CONSENT TO APPOINTMENT BY REGISTERED AGENT

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

I,

Ryan M. Fernandez

Voluntarily consent
To serve as the
Registered Agent for:

RMF PHOTO, INC.

On the date shown:

The Registered or Resident Agent certifies that he/she is a resident of the state of Florida.

Dated this: 10th day of June in the year 2010.

By: *Ryan Fernandez* on behalf of
Ryan Fernandez, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 JUN 17 PM 4: 10

APPROVED
AND
FILED