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June 1, 1998

VIA FEDEX #806108255830

Florida Department of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

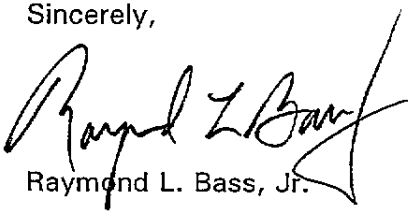
RE: MARWALD, INC.

Dear Ladies and Gentlemen:

Enclosed please find the original and one copy of proposed Articles of Incorporation for the subject corporation. Also enclosed is this firm's check in the amount of \$70.00 to cover the filing fee.

Thank you for your time which has been given to this matter.

Sincerely,


Raymond L. Bass, Jr.

RLB/sn
encls.

FILED
98 JUN -2 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

FOR

MARWALD, INC.

FILED
98 JUN -2 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these articles of incorporation as follows:

ARTICLE I - NAME

The name of the corporation is MARWALD, INC.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by said corporation shall be and is as follows:

- A. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state and any political body.
- B. To establish and maintain offices for any and all operations of this corporation at such places to be determined by the directors, wheresoever the same may be located.
- C. To purchase, lease, hire, or otherwise acquire, to hold, own, maintain, improve, alter, and to sell, rent, convey, mortgage, or otherwise dispose of real estate and personal property, and any interest herein or out of this State, and else where in the United States or any of its territories, or in any foreign country.
- D. To borrow or raise money for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, and execute promissory notes, drafts, bonds, debentures and other negotiable and non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereof by mortgage of the whole or any part of the property of the corporation,

by mortgage conveyance or assignment in trust of the whole or any part thereof, and to sell, pledge, or otherwise dispose of such bonds or other obligation for its corporation purpose.

E. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

F. The enumeration herein of the powers, objects, and purposes of the corporation shall not be deemed to exclude by inference any powers, objects, or purposes which the corporation is empowered to exercise, whether expressly by force of the general corporation laws of the State of Florida, or implied by the reasonable construction of the said laws.

ARTICLE IV - STOCK

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares with the par value of one (\$1.00) per share.

ARTICLE V - MINIMUM CAPITAL

The corporation will begin business with Five Hundred (\$500.00) Dollars as minimum capital contributed by the incorporators.

ARTICLE VI - DIRECTORS

There shall be two members of the initial board of directors of the corporation. The number of directors shall be otherwise established in the by-laws. The names and addresses of the persons who are to serve as directors until the first election thereof are as follows:

Thomas G. Oswald, 1771 Bermuda Greens Boulevard, Unit O-5, Naples, FL 34110

Steven W. Martin, 3628 Kent Drive, Naples, FL 34112

ARTICLE VII - INCORPORATORS

The names and residence addresses of the incorporators of these articles of incorporation are:

Thomas G. Oswald, 1771 Bermuda Greens Boulevard, Unit O-5, Naples, FL 34110

Steven W. Martin, 3628 Kent Drive, Naples, FL 34112

ARTICLE VIII - MERGER OR CONSOLIDATION

Any merger or consolidation of this corporation with another corporation shall require the holders of at least fifty-one (51%) percent of the issued and outstanding shares of each class of stock in the corporation to approve such merger or consolidation, regardless of limitations or restrictions on the voting power thereof, entitled to vote at a meeting duly called for such a purpose.

ARTICLE IX - BYLAWS

The bylaws of the corporation are to be made, altered or rescinded by the approval by the directors of the corporation holding at least fifty-one (51%) percent of the outstanding stock, together with the approval by the shareholders of the corporation holding at least fifty-one (51%) percent of the outstanding stock.

ARTICLE X - AMENDMENTS TO ARTICLES

These articles of incorporation may be amended by the act of the directors of the corporation, with such directors holding at least fifty-one (51%) percent of the outstanding stock of the corporation, together with the approval by the shareholders of the corporation holding at least fifty-one (51%) percent of the outstanding stock.

ARTICLE XI - SECTION 1244 STOCK

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XII - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE XIII - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of any class of stock in this corporation shall not dispose of the stock of the corporation which he or she may hereafter acquire without first making it available for purchase by the corporation and then to the remaining shareholders of the corporation should the corporation elect not to purchase any or all of such stock. The manner in which this option may be elected shall be prescribed by the bylaws of this corporation.

ARTICLE XIV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is The Moorings Professional Building, 2335 Tamiami Trail North, Suite 409, Naples, FL 34103-4459. The name of the initial registered agent of the corporation at that address is RAYMOND L. BASS, JR.

ARTICLE XV-CORPORATION'S PRINCIPAL OFFICE

The principal office and mailing address for the corporation is: Photo USA, 2073 9th Street North, Naples, FL 34103.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 1st day of ~~May~~ JUNE, 1998.

6/1/98
Date

[Signature]
THOMAS G. OSWALD

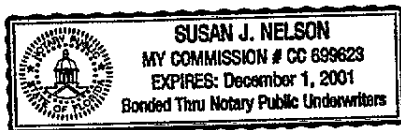
6/1/98
Date

[Signature]
STEVEN W. MARTIN

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared Thomas G. Oswald and Steven W. Martin, each known to me personally or identified to me FLORIDA DRIVERS I.D.S, as the persons described in and who, after being sworn and under oath given by me, executed the foregoing instrument, and acknowledged to and before me that each executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 1st day of JUNE, 1998.
[Signature]
NOTARY PUBLIC



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.034 Florida Statutes, the following is submitted:

FIRST: That MARWALD, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Photo USA, 2073 9th Street North, Naples, Florida, 34103, has named RAYMOND L. BASS, JR., ESQ., whose daily office address is The Moorings Professional Building, 2335 Tamiami Trail North, Suite 409, Naples, FL, 34103, as its agent to accept service of process within Florida.

SECOND: Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

JUNE 1, 1998

Date

BY: 

RAYMOND L. BASS, JR.
Resident Agent

FILED
98 JUN -2 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA