

TRANSMITTAL LETTER

79000076073

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

SUBJECT: R.C. PHOTO & DESIGN, INC.

(Proposed corporate name - must include suffix)

700002967057--0
-08/23/99--01118--010
*****78.75 *****78.75

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

• \$70.00 • \$78.75
Filing Fee Filing Fee
& Certificate of Status

• \$78.75 • \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: JOHN E. FITZGERALD, JR., ESQ.

Name (Printed or typed)

STOBS & FITZGERALD

581 N.E. 91 STREET

Address

MIAMI SHORES, FL 33138

City, State & Zip

(305) 751-8556

Daytime Telephone number

FILED
99 AUG 23 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION

OF

R.C. PHOTO & DESIGN, INC.

FILED
99 AUG 23 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is R.C. PHOTO & DESIGN, INC.

ARTICLE II

The existence of the Corporation shall begin on September 1, 1999.

ARTICLE III

The street address of the principal office of the Corporation is 1717 Costa Del Sol, Boca Raton, FL 33432.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1717 Costa Del Sol, Boca Raton, FL 33432. The initial registered agent for the Corporation at that address is ROBERT CERRI.

ARTICLE VI

The initial board of directors shall consist of one (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
<u>ROBERT CERRI</u>	<u>1717 Costa Del Sol</u> <u>Boca Raton, FL 33432</u>

ARTICLE VII

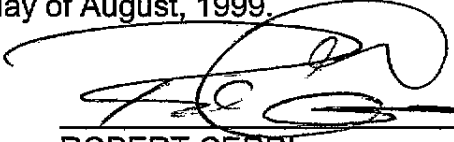
The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
<u>ROBERT CERRI</u>	<u>1717 Costa Del Sol</u> <u>Boca Raton, FL 33432</u>

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 12 day of August, 1999.

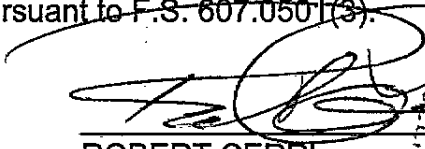


ROBERT CERRI

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for R.C. PHOTO & DESIGN, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

8/12/99
DATE



ROBERT CERRI

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99 AUG 23 AM 7:57
CLERK OF STATE
TALLAHASSEE, FLORIDA