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May 4, 2001

TRANSMITTAL LETTER

Department of State
Division of Corporations
Post Office 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

SUBJECT: Asher Ohana Photography, Inc.

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

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certified Copy

Please provide the original and one copy of the articles. Please contact the undersigned upon receipt and transmit to the undersigned the filing information.

Should you have any questions, please feel free to contact the undersigned at any time.

Sincerely,

Frank E. Amsalem, Esq.

FEA/fa
Encl.

FILED
01 MAY -9 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSER

MAY 15 2001

**ARTICLES OF INCORPORATION
OF ASHER OHANA PHOTOGRAPHY, INC.**

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I. NAME

The name of the corporation shall be **ASHER OHANA PHOTOGRAPHY, INC.**

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be: 800 West 42nd Street, Suite 4B, Miami Beach, FL 33140.

ARTICLE III. CORPORATE DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV. SHARES

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE

The name and the Florida street address of the initial registered agent and office are: Asher Ohana, 800 West 42nd Street, Suite 4B, Miami Beach, FL 33140.

ARTICLE VI. DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors shall be 1 and the name and address of the initial director shall be:

Asher Ohana, 800 West 42nd Street, Suite 4B, Miami Beach, FL 33140. President, Vice-President, Treasurer, Secretary and Director.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall remain unchanged until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE VII. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than forty-five days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX. TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE X. INDEMNIFICATION

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or

proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholders.

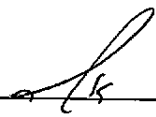
ARTICLE XII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: Asher Ohana, 809 West 42nd Street, Suite 4B, Miami Beach, FL 33140.

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TALLAHASSEE, FLORIDA
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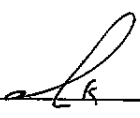
Dated 4 May, 2001.



Asher Ohana

Having been named to accept service or 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.

Dated: 4 May, 2001



Asher Ohana