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IVAN A. GOMEZ
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June 26, 1997

AIRBORNE EXPRESS # 8636268583

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

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-06/27/97--01067--005
*****87.50 *****87.50

Re: Associated Photo and Imaging, Inc.

Dear Sir/Madam:

We are enclosing herewith an original and one copy of the Amended and Restated Articles of Incorporation for the above-referenced Corporation. In addition, a check in the sum of \$87.50 is enclosed for the following fees:

Filing fee	\$35.00
Certified Copy	\$52.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the attention of the undersigned.

In order to expedite the delivery of this certified copy to me, we have enclosed a Airborne Express return envelope.

Your prompt attention to this matter is appreciated.

Very Truly Yours,

Ivan A. Gomez

IAG/lc
A-photo\Filing.L

Encls.

cc: Mr. Arthur Apple and
Ms. Dorothy Apple
Mr. Lawrence Apple

A Skurt

SECRETARY
DIVISION OF CORPORATIONS
97 JUN 27 AM 11:59

TLL .1111 3 1997A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ASSOCIATED PHOTO AND IMAGING, INC.
a Florida Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 27 AM 11:59

The undersigned, officers of ASSOCIATED PHOTO AND IMAGING, INC., a Florida corporation ("Corporation"), pursuant to Section 607.1006 and 607.1007 of the Florida Statutes, hereby amend and restate in its entirety the Articles of Incorporation for the Corporation:

ARTICLE I
NAME

The name of the Corporation is ASSOCIATED PHOTO AND IMAGING, INC.

ARTICLE II
OFFICE AND MAILING ADDRESS

The principal office of the Corporation is located at 19 S.W. 6th Street, Miami, Florida 33130, and the mailing address of the Corporation is 19 S.W. 6th Street, Miami, Florida 33130.

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 19 S.W. 6th Street, Miami, Florida 33130 and the name of the Registered Agent of the Corporation at that address is Lawrence Apple.

ARTICLE VI
BOARD OF DIRECTORS

The Corporation shall have one (1) director to hold office until the next annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The name and address of the director of the Corporation are:

<u>Name</u>	<u>Address</u>
Lawrence Apple	19 S.W. 6th Street Miami, Florida 33130

ARTICLE VII
INCORPORATORS

The name and address of the incorporator to these Amended and

Restated Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Lawrence Apple	19 S.W. 6th Street Miami, Florida 33130

ARTICLE VIII
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

The foregoing Amended and Restated Articles of Incorporation was adopted by all of the Directors and all of the Shareholders of the Corporation eligible to vote by a Written Consent signed by them on June 26, 1997, manifesting their intention that these Amended and Restated Articles of Incorporation be adopted, pursuant to Sections 607.1003, 607.1006 and 607.1007, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 26 day of JUNE, 1997.

ASSOCIATED PHOTO AND IMAGING, INC.

By:


LAWRENCE APPLE
President

(CORPORATE SEAL)