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COURVOISIER CENTRE II
601 BRICKELL KEY DRIVE • SUITE 507
MIAMI, FLORIDA 33131-2623
(305) 371-9213
TELECOPIER (305) 358-4658

IVAN A. GOMEZ
BOARD CERTIFIED TAX ATTORNEY

June 26, 1997

AIRBORNE EXPRESS # 8636268583

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

Re: Associated Photo and Imaging, Inc.

600002224946--4 -06/27/97--01067--005 *****87.50 *****87.50

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 Certified Copy

\$35.00 \$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

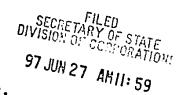
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Encls.

cc: Mr. Arthur Apple and

Ms. Dorothy Apple Mr. Lawrence Apple Popul

SECONDARY SECOND



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

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

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.

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.

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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:

Name

Address

Lawrence Apple

19 S.W. 6th Street Miami, Florida 33130

ARTICLE VII INCORPORATORS

The name and address of the incorporator to these Amended and

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A-Photo\Art-A&R

Restated Articles of Incorporation are:

<u>Name</u>

Address

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 1997.

ASSOCIATED PHOTO AND IMAGING, INC.

Bv:

LAWRENCE APPLE

President

(CORPORATE SEAL)