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DALLAS, TEXAS 75219

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April 20, 1995

Qualification/Tax Lien Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Subject: STUDIO FOTO+GRAFIK INC.

Dear Sir or Madam:

W95-9051

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Laura Grant Berins
LAURA GRANT BERINS, P.C.
3906 Lemmon Avenue, Suite 211
Dallas, Texas 75219

400001464484
-04/25/95--01107--003
****122.50 ****122.50

Should you need to call someone concerning this matter, please call:

Laura Grant Berins at (214) 559-6130

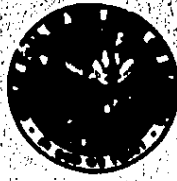
Thank you for your attention to this matter.

Yours truly,

Laura Grant Berins
Laura Grant Berins

cc: Mr. Bulent Unsal

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -9 AM 11:51
6/5/95



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 28, 1995

**LAURA GRANT BERINS
LAURA GRANT BERINS, P.C.
3906 LEMMON AVENUE, SUITE 211
DALLAS, TX 75219**

**SUBJECT: STUDIO FOTO+GRAFIK INC.
REF: W95000009051**

We have received your document for STUDIO FOTO+GRAFIK INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

**FAX Aud. #: 400001464484
Letter Number: 595A00020281**

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. STUDIO FOTO+GRAFIK INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. STATE OF TEXAS
(State or country under the law of which it is incorporated)
3. 75-2543500
(FEI number, if applicable)
4. 06-16-95
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Not as yet
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.1503, F.S.))
7. 3906 Lemmon Avenue, Suite 211
Dallas, Texas 75219
(Current mailing address)
8. Transaction of lawful business
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: BULENT UNSAL
Office Address: 538 Lincoln Avenue
Miami, Florida, 33139
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -9 AM 11:51

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: BULENT UNSAL

Address: 8855 Collins Avenue, #4D
Miami, Florida 33154

Vice Chairman: _____

Address: _____

Director: AYSEGUL UNSAL

Address: 8855 Collins Avenue, #4D
Miami, Florida 33154

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: BULENT UNSAL

Address: 8855 Collins Avenue, #4D
Miami, Florida 33154

Vice President: _____

Address: _____

Secretary: AYSEGUL UNSAL

Address: 8855 Collins Avenue, #4D
Miami, Florida 33154

Treasurer: BULENT UNSAL

Address: 8855 Collins Avenue, #4D, Miami, Florida, 33154

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. BULENT UNSAL
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. BULENT UNSAL, CHAIRMAN and PRESIDENT
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

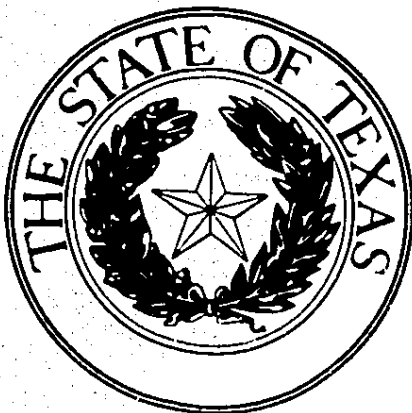
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

STUDIO FOTO+GRAFIK INC.

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DIVISION OF CORPORATIONS
95 MAY -9 AM 11:51

were filed in this office and a certificate of incorporation was issued on
JUNE 16, 1994;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on April 13, 1995.*

1087.

Antonio O. Garza, Jr.
Secretary of State

PH