

*Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : TOVAR & COMPANY, P.A.
Account Number : I20010000086
Phone : (954) 364-6266
Fax Number : (954) 364-6267

LIMITED LIABILITY COMPANY**PHOTO 2 ART, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION
OF
PHOTO 2 ART, LLC.

The Undersigned, as a member or an authorized representative of a member of the Company, pursuant to Chapter 608, Florida Statutes, files the following Articles of Organization establishing a Florida Limited Liability Company named PHOTO 2 ART, LLC.

ARTICLE I: NAME

The name of the Company shall be: PHOTO 2 ART, LLC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this Company shall be:

9900 Stirling Road, Suite 222, Hollywood, FL 33024

ARTICLE III: DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV: PURPOSE

This Company is organized for the purpose of providing retail services specializing in art and photo studio related items and general commercialization of any type of related articles, as well as all lawful business in the United States and abroad.

ARTICE V: MANAGEMENT

The Company shall be managed by one or more managers and is therefore a manager - managed company. The initial manager of the Company shall be one (1) to hold office until his/her successor(s) have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Managers may increase or decrease in accordance with the procedure stated in the By-Laws of the company.

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The name and address of the initial Manager is:

Richard Zafrani, 9900 Stirling Road, Suite 222, Hollywood, FL 33024

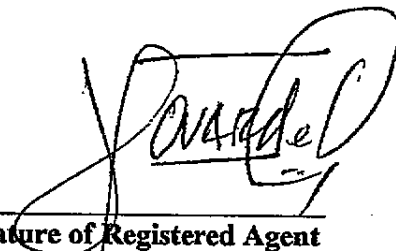
ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street address of the initial Registered Agent is:

José G. Tovar.
Arias Tovar & Associates, P.A.
9900 Stirling Road, Suite 222
Hollywood, Florida 33024

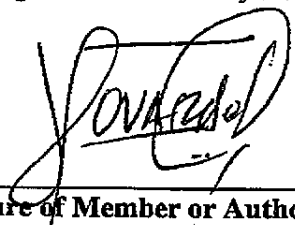
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Having been named as registered agent and to accept service of process for the above stated Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree 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.


Signature of Registered Agent

Date: June 28, 2001

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has signed these Articles of Organization this 28th day of June, 2001


Signature of Member or Authorized Representative of a Member

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