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February 25, 2002

PLEASE REFER  
TO FILE NO.

200005026372--0  
-02/28/02--01035--009  
\*\*\*155.00 \*\*\*155.00

Secretary of State  
Division of Corporations  
Registration Section  
409 E. Gaines Street  
Tallahassee, FL 32399

Dear Sir/Madam:

Enclosed please find Articles of Organization of Photo Holdings, L.L.C., for filing with the Secretary of State:

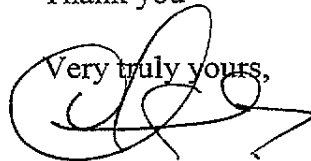
Also enclosed are this firm's check in the amount of \$155.00 to cover the \$125.00 filing fee and \$30.00 charge for a certified copy of the Articles.

We are providing a self-addressed, stamped envelope for the return to us of the certified copies of the Articles.

If anything further is required, please contact me as soon as possible.

Thank you

Very truly yours,



Cathy Khuly, Legal Assistant to  
MICHAEL H. MALE

CK:s  
Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION  
OF  
PHOTO HOLDINGS, L.L.C.**

**Article I - Name**

The name of the Limited Liability Company is **PHOTO HOLDINGS, L.L.C.**

**Article II - Address**

The mailing address and street address of the principal office of the Limited Liability Company is 3451 Executive Way, Miramar, Florida 33025.

**Article III - Duration**

The period of duration for the Limited Liability Company shall be from the date of filing of these Articles until December 31, 2052.

**Article IV - Management**

The Limited Liability Company is to be managed by a manager or managers and the names and addresses of such managers who is/are to serve as manager(s) is/are:

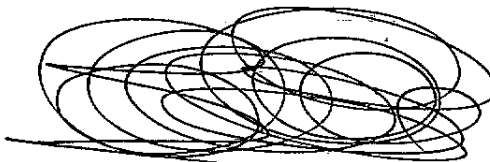
**Alan I. Weiselberg  
3451 Executive Way  
Miramar, Florida 33025**

**Article V - Admission of Additional Members**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as stated in the Operating Agreement.

**Article VI - Members Rights to Continue Business**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be as stated in the Operating Agreement.



Signature of a member or an authorized  
Representative of a member  
Print name: **Michael H. Male**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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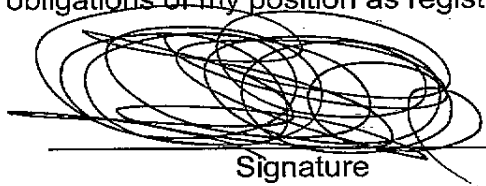
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **PHOTO HOLDINGS, L.L.C.**
2. The name and the Florida street address of the registered agent are:

**Michael H. Male, Esq.  
Michael H. Male, P.A.  
3250 Mary Street, Suite 303  
Miami, Florida 33133**

Having been named as registered agent and to accept service of process for the above stated limited liability 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature

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DIVISION OF CORPORATIONS  
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