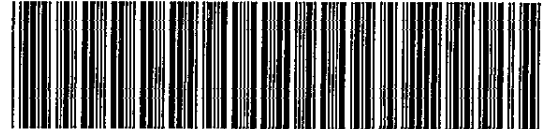


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Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: AMERICAN DIGITAL PHOTO BANK, LLC
Our File No.: G01673/082276

Dear Sir or Madam:

Attached herewith are the Articles of Organization for the above-referenced Corporation for filing with the Division of Corporations.

Upon filing, please provide the undersigned with a filing receipt. The appropriate fee in the amount of \$125.00 is enclosed herewith as well.

Please contact the undersigned if you have any questions.

Sincerely yours,



Maximilian J. Schenk
For the Firm

MJS1/do
Enclosures - Articles of Organization
Check
343586_1.DOC

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**ARTICLES OF ORGANIZATION
OF
AMERICAN DIGITAL PHOTO BANK, LLC**

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TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company (the "Company") shall be **American Digital Photo Bank, LLC**.

ARTICLE II - DURATION

The Company shall have perpetual existence unless sooner dissolved as provided by law or in the operating agreement of this company.

ARTICLE III - PURPOSE

The Company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

ARTICLE IV - INITIAL PLACE OF BUSINESS

The initial principal place of business and mailing address of the Company are the same and shall be 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126.

**ARTICLE V - REGISTERED OFFICE
AND REGISTERED AGENT**

The registered office of the Company shall be 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126, and such other place or places as the members from time to time may determine. The name of the initial registered agent located at that address shall be **Alexander Reus, Esq.**

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of a majority of the Membership, upon the written application of such new member and in the manner set forth in the Regulations of the Company.

ARTICLE VII - MANAGEMENT OF BUSINESS

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The Company is a member-managed company. The following member shall manage the business of the Company:

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TALLAHASSEE, FLORIDA

Serdar Guerel

C/o Becker & Poliakoff, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, Florida 33126

ARTICLE VIII -

WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, the Company shall be dissolved unless a majority of the Membership Interests, consent to continue the business of the Company, or by amendment to these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

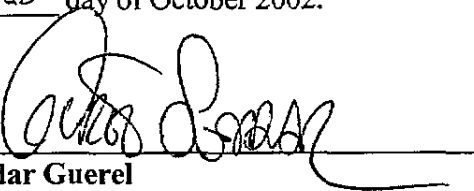
ARTICLE IX - REGULATIONS

At the time of executing these Articles of Organization, the members of the Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the regulations shall be vested in the members of this Company.

ARTICLE X - AMENDMENTS

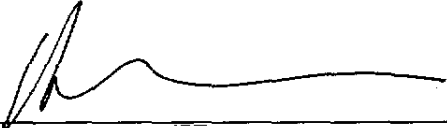
These articles may be amended from time to time by consent of the majority of the Membership Interests, and the Amendment shall be filed, duly signed by a majority of the Membership Interests of the Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 25th day of October 2002.


Serdar Guerel
Managing Member

REGISTERED AGENT ACCEPTANCE

I hereby accept appointment to act as the initial registered agent for this Limited Liability Company, **American Digital Photo Bank, LLC**, as stated in the above Articles of Organization.



Alexander Reus, Esq.
Registered Agent

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TALLAHASSEE FLORIDA