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PAUL S. MARTIN & ASSOCIATES

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January 7, 2000

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Re: *Best Photo Image, Inc.*

200003093712--0
-01/10/00--01123--010
*****78.75 *****78.75

Attention:

Enclosed is an original and copy of Articles of Incorporation for a new corporation named Best Photo Image, Inc., along with our firm check in the amount of \$78.75. Please accept the Articles for filing and return to me a certified copy of the Articles.

If you have any questions or comments, or need anything further, please let me know.

Sincerely yours,

Paul S. Martin

PSM/dmk

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DIVISION OF CORPORATIONS
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2000/1/14/00

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

OF

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Best Photo Image, Inc.

ARTICLE I

NAME

The name of the corporation is Best Photo Image, Inc.

ARTICLE II

MAILING ADDRESS

The mailing address of the corporation is 15467 SW 146
Terrace, Miami, FL 33196.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue one hundred (100)
shares.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of
the corporation is 15467 SW 146 Terrace, Miami, FL 33196, and the
name of the initial registered agent of the corporation at that
office is Alex Fernandez.

ARTICLE V

INCORPORATORS

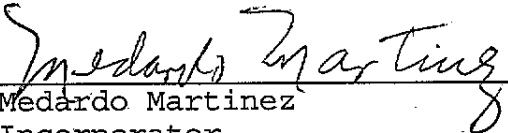
The name and address of each incorporator are(is) Medardo Martinez, 190 South Hibiscus, Miami, FL.

ARTICLE VI

INDEMNIFICATION

The corporation shall indemnify any incorporator, officer, or director or any former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 28th day of December, 1999.

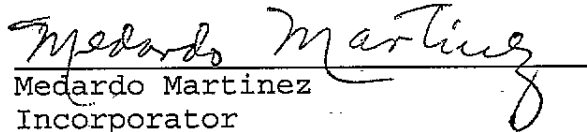

Medardo Martinez
Incorporator

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DIVISION OF CORPORATIONS

DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

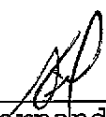
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In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Best Photo Image, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 15467 SW 146 Terrace, Miami, FL 33196, has named Alex Fernandez as its agent to accept service of process within this State at the above address.


Medardo Martinez
Incorporator

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated above, I hereby accept to act in this capacity and agree to comply with the provisions of the laws of the State of Florida applicable thereto, this 28th day of December, 1999.


Alex Fernandez
Registered Agent