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JOSEPH D. FARDELLA
ACCOUNTANT
1711 N.W. 107th TERRACE
PLANTATION, FL 33322
Phone/FAX: (305) 424-0402

March 27, 2000

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*****78.75 *****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

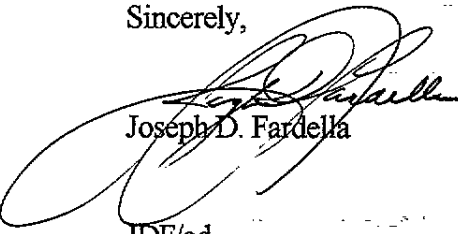
RE: PHOTO ART PRODUCTIONS, INC.

Dear Sir:

We are enclosing herewith original and one (1) copy of the Articles of Incorporation for Photo Art Productions Inc., together with our check in the amount of \$ 78.75 to cover the necessary fees and charges.

Your cooperation in processing these Articles of Incorporation is very much appreciated.

Sincerely,


Joseph D. Fardella

JDF/ad
Enc.

00 APR -3 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
PHOTO ART PRODUCTIONS, INC.**

FILED
00 APR -3 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I • NAME

The name of this Corporation is Photo Art Productions, Inc., principal office and mailing address is 3116 North Federal Highway, Lighthouse Point, Florida 33064.

ARTICLE II • DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III • PURPOSE

This Corporation is organized for the purpose of conducting any lawful business permitted in the State of Florida.

ARTICLE IV • CAPITAL STOCK

This Corporation is authorized to issue 500 shares of common stock with a par value of \$1.00, (one dollar) which shares will be designated as "Common Shares."

ARTICLE V • INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3116 North Federal Highway, Lighthouse Point, Florida 33064.

The name of the Initial Registered Agent of this Corporation is Ronira Fruhstuck.

ARTICLE VI • INITIAL BOARD OF DIRECTORS

This Corporation shall have one (2) initial directors. The number of directors may be increased from time to time by the By-laws, but shall never be fewer than one (1). The name and address of the initial directors of this Corporation are:

Ronira Fruhstuck
445 S.W. 10th Street
Pompano Beach, FL 33060

Celia M. Oliva
9280 S.W. 3rd Street Apt. #805
Boca Raton, FL 33428

ARTICLE VII • INCORPORATOR

The name and address of the person signing these Articles is:

Ronira Fruhstuck
445 S.W. 10th Street
Pompano Beach, FL 33060

ARTICLE VIII • RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders established may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

ARTICLE IX • BY-LAWS

The power to adopt, amend, alter, rescind or repeal the By-laws shall be vested in the Board of Directors and the shareholders.

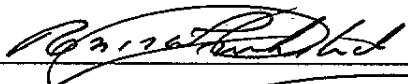
ARTICLE X • POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Corporation Act.

ARTICLE XI • INDEMNIFICATION

This Corporation reserves the right to amend, rescind or repeal any provisions contained in these Articles of Incorporation, any amendment thereof, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of March 2000.



Ronra Fruhstuck, Vice President

STATE OF FLORIDA }
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, personally appeared Ronira Fruhstuck to me well known and known to me to be the person described in the foregoing Articles of Incorporation of Photo Art Productions, Inc. and who acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 27th day of March 2000.


Notary Public, State of Florida at Large

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in the capacity, to comply with the provisions of Florida Statutes, Section 48.091, and any amendment thereto, and to comply with the provisions of all other statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of March 2000.



Ronira Fruhstuck, Registered Agent
