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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

200003382292-3
-09/05/00-01134-009-3
*****78.75 *****78.75

SUBJECT: Baby Foto, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 78.75

FROM: Baby Foto, Inc...
1227 Ambrose Ct.
Spring Hill, FL 34608

Pa-8

ARTICLES OF INCORPORATION
OF

Baby Foto, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be **Baby Foto, Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

1227 Ambrose Ct.
Spring Hill, FL 34608

The mailing address of this corporation shall be:

1227 Ambrose Ct.
Spring Hill, FL 34608

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 (ten thousand) and the par value is \$1.00.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

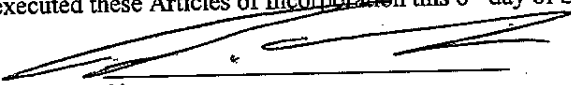
Renato Rennie Magro
1227 Ambrose Ct.
Spring Hill, FL 34608

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Renato Rennie Magro
1227 Ambrose Ct.
Spring Hill, FL 34608

The undersigned incorporator has executed these Articles of Incorporation this 6th day of September, 2000


Signature

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the Corporation is Baby Foto, Inc.

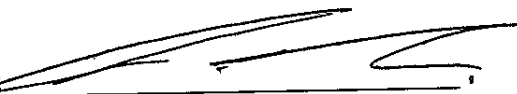
The name and address of the registered agent and office is:

Renato Rennie Magro
1227 Ambrose Ct..
Spring Hill, FL 34608

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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

DATE



SEPT. 1, 2000