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LAW OFFICES OF
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September 25, 2000

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

800003405138--5
-09/26/00-01099-006
*****78.75 *****78.75

RE: *Ely's Studio*

Dear Sir/Madam:

Enclosed please find the following:

1. Original and one (1) copy of Articles of Incorporation for the above captioned corporation;
2. Original and one (1) copy of Certificate Designating Place of Business or Domicile for the Service of Process Within Florida, Naming the Agent Upon Whom Process May Be Served;
3. Check in the amount of \$78.75 (for certified copy and filing fee); and

We ask that you process this as soon as possible. I enclose for you a prepared FedEx air bill for your convenience. If you require any further documentation or information to process this request, please feel free to contact me.

Very truly yours,


Mae van Gils
Legal Assistant

Enclosures

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FILED
00 SEP 26 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch SEP 28 2000

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Charter No. _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ELY'S STUDIO CORP.

ARTICLE I - NAME

The name of this corporation is ELY'S STUDIO CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the Certificate with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Stock". The Corporation may, from time to time, authorize and/or issue additional shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered place of this Corporation is 1160 W 55 Place Hialeah, Florida 33012, and the name of the initial Registered Agent of this Corporation is Elisa L. Zayas. The principal place of business is 313 Palm Avenue Hialeah, Florida 33010.

ARTICLE VII - INITIAL BOARD OF DIRECTORS
AND OFFICERS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names of the initial officers and directors of this corporation are:

Elisa L. Zayas
313 Palm Avenue
Hialeah, Florida 33010

President and Director

ARTICLE VIII - INCORPORATOR

The name of the incorporator, signing these Articles is:

Elisa L. Zayas
313 Palm Avenue
Hialeah, Fl. 33010

ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his/her votes by giving one (1) candidate as many votes as the number of directors to be elected at that time multiplied by the number of his/her shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder(s).

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR
SHAREHOLDERS WITH RESPECT TO DISSOLUTION

The affirmative vote of fifty-one (51%) percent of the issued shares of this Corporation, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

ARTICLE XII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to adjust the compensation of officers and directors of this corporation.

ARTICLE XIII - SPECIAL PROVISION

It is the intent if the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

ARTICLE XIV - INDEMNIFICATION

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

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

25 IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this day of September, 2000.


Elisa L. Zayas
Incorporator

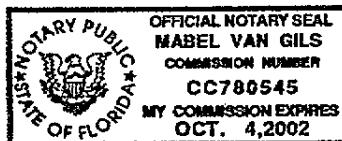
STATE OF FLORIDA)
COUNTY OF DADE)

This foregoing instrument was acknowledged before me this 25 day of September, 2000 by ELISA L. ZAYAS as incorporator for ELY'S STUDIO., who personally appeared before me at the time of notarization and who is personally known to me or has produced N/A as identification and who (did/did not) take an oath.

NOTARY PUBLIC:
sign: [Signature]
print: Mabel van Gils

State of Florida at Large

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING THE AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, THAT ELY'S STUDIO DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF HIALEAH, STATE OF FLORIDA, HAS NAMED ELY'S STUDIO AS REGISTERED AGENT, LOCATED AT 1160 W 55 PLACE HIALEAH, FLORIDA, 33012 AS THE AGENT UPON WHOM PROCESS MAY BE SERVED. THE PRINCIPAL ADDRESS OF THE BUSINESS IS 313 PALM AVENUE, HIALEAH, FLORIDA, 33010.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

Ely's Studio
ELY'S L. ZAYAS
INCORPORATOR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

Ely's Studio
ELISA L. ZAYAS
(RESIDENT AGENT)

DATED: _____

9/25/00

FILED
00 SEP 26 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA