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To:
Division of Corporations
Fax Number : (850)922-4001

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

E-PHOTO DIRECT, INC.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

F. GROSSER

JAN 26 2000

W-1626 ✓

**ARTICLE OF INCORPORATION
OF
e-photo Direct, Inc.**

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE ONE

THE NAME OF THE CORPORATION: e-photo Direct, Inc.

ARTICLE TWO

THE DURATION OF THE CORPORATION IS PERPETUAL

ARTICLE THREE

THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANISED ARE: Photography-Hospitality

1. TO ENGAGE IN THE BUSINESS OF ANY AND ALL LAWFUL BUSINESS CONNECTED WITH

2. TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT, AND ENGAGE IN ANY OTHER TRADE OR BUSINESS WHICH CAN, BE ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH OR AUXILIARY TO THE FOREGOING BUSINESS.

3. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

ARTICLE FOUR

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORISED TO ISSUE IS 1000 SHARES. SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF \$1.00

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ARTICLE FIVE

THE STREET ADDRESS OF THE INITIAL REGISTERED AND PRINCIPAL OFFICE OF THE CORPORATION IS: 407 Lincoln Rd. suite 5-B M.D. FL 33139. AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS:

Luis Brito.

ARTICLE SIX

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS (). THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS:

PRESIDENT: Brooks Menshal 407 Lincoln road 5-B Miami Beach, Fl. 33139

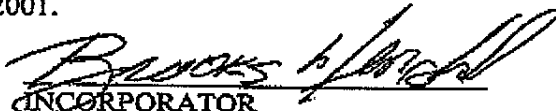
SECRETARY: Brooks Menshal

TREASURER: ~~Jaromey Menshal~~ Jaromey Menshal

VICE-PRESIDENT: Brooks Menshal

ARTICLE SEVEN

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS: Brooks Menshal ARE OF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION AT DADE COUNTY, FLORIDA THIS 22 DAY OF January 2001.


INCORPORATOR

Brooks Menshal 407 Lincoln Road, 5-B Miami Beach, Fl 33139.

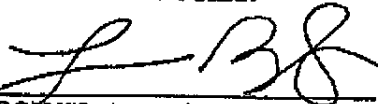
STATE OF FLORIDA

BEFORE ME, A NOTARY PUBLIC AUTHORISED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED Brooks Menshal KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE/SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THOSE ARTICLES OF INCORPORATION. IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND COUNTY ABOVE, ON 22 DAY OF January, 2001.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES

ACCEPTANCE BY REGISTERED AGENT

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



REGISTERED AGENT

STATE OF FLORIDA

BEFORE ME, A NOTARY PUBLIC AUTHORISED TO TAKE ACKNOWLEDGEMENT IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED _____, KNOWN TO BE AND KNOWN BY ME TO EXECUTE THE FOREGOING ACCEPTANCE BY REGISTERED AGENT, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THAT ACCEPTANCE ON 22 DAY OF January, 2001.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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