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SERIL L. GROSSFELD

ATTORNEY AT LAW, P.A.

107 SOUTHEAST 10TH STREET
FORT LAUDERDALE, FLORIDA 33316

SERIL L. GROSSFELD

(954) 763-7100

March 28, 2001

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

RE: XEMA STUDIOS, INC.

To Whom It May Concern:

Enclosed please find an original and copy of the Articles of Incorporation for the above named corporation, together with a check in the amount of \$ 78.75 which represents:

\$ 35.00	Filing Fee
8.75	Certificate of Status
35.00	Designation of Resident Agent

Please return the certified copy of the Articles of Incorporation to my office as indicated above.

Thanking you in advance for your prompt assistance with these matters.

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

Sincerely,

(Ms.) Seril L. Grossfeld

SLG/sg

/encs.

FILED
01 APR -2 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 05 2001

ARTICLES OF INCORPORATION

OF

XEMA STUDIOS, INC.

FILED
01 APR -2 4:35
SECRETARY OF STATE
FLORIDA

The undersigned acting as incorporator of a corporation under Section 607, Florida Statutes, 1990, the Florida Corporation Act, as may be amended from time to time, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is: **XEMA STUDIOS, INC.** and its principal office is 261 NE 32 Ct., Ft. Lauderdale, FL 33334.

ARTICLE II

The corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

The corporation is organized to conduct any and all lawful business, including but not limited to photographic arts studio, processing of photographic images, marketing and sales of photographic images, and general retail sales and service.

ARTICLE IV

The initial capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
500	\$1.00	Common

ARTICLE V

Any stock issued by this corporation, if qualified, may be entitled to treatment within the meaning of Section 1244 of the Internal Revenue Code.

THESE ARTICLES OF INCORPORATION PREPARED BY:

SERIL L. GROSSFELD, ATTORNEY AT LAW, P.A.

Seril L. Grossfeld, Esq., FLA BAR NO. 229512

107 S.E. 10th St., Ft. Lauderdale, FL 33316

(954)763-7100

ARTICLE VI

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares. All said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors.

ARTICLE VII

This corporation shall indemnify and insure its officers and directors, or any former officers and directors, to the fullest extent permitted by law now or thereafter.

ARTICLE VIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders may provide in any by-laws made by them that such by-laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of one or more persons, and the Directors may rely on information, opinions, reports or statements, including financial data prepared or presented to such committees.

ARTICLE X

The address of the initial registered office of the corporation is 107 S.E. 10th St., Fort Lauderdale, FL. 33316, with the privilege of having its offices and branch offices at other places within or without the State and the name of the initial registered agent at such address is: SERIL L. GROSSFELD, Esq.

ARTICLE XI

The number of Directors constituting the initial Board of Directors of the corporation is one. The shareholders may direct that the Board of Directors may consist of not less than one nor more than five, without amending these Articles of Incorporation. The name and address of the person who is to serve as Director until his successors are elected and shall qualify is:

NAME

MICHAEL MURPHY

ADDRESS

261 NE 32 Ct.
Ft. Lauderdale, FL 33334

ARTICLE XII

INCORPORATORS:

NAME

ADDRESS

SERIL L. GROSSFELD

107 S. E. 10th St.
Ft. Lauderdale, FL. 33316

ARTICLE XIII

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 28 day of March, 2001.



SERIL L. GROSSFELD
As Incorporator

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

In pursuance of Chapters 48.091 and 607.0501ff of Florida Statutes, the following is submitted in compliance with that said Act:

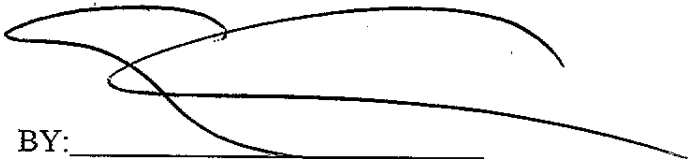
FIRST: That **XEMA STUDIOS, INC.**, desiring to organize under the Laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, State of Florida, has named:

SERIL L. GROSSFELD, Esq.
107 SE 10th St.
Ft. Lauderdale, FL. 33316

as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office.

BY: 
SERIL L. GROSSFELD, Esq.
Resident Agent

FILED
01 APR -2 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA