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June 15, 2001

Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

Re: Fotofare, Inc.

Gentlemen:

File #5154.001

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-06/22/01--01088-003
*****70.00 *****70.00

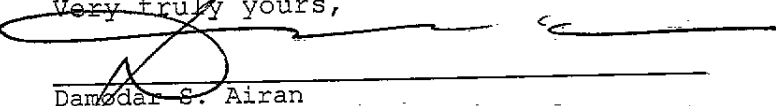
Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my check in the amount of \$70.00, representing payment of the following:

Filing fee	\$	35.00
Registered agent fee		35.00

Please file the enclosed Articles of Incorporation and return a time stamped copy to the undersigned in the enclosed self-addressed and stamped envelope.

Thank you for your courtesies in this matter.

Very truly yours,


Daran S. Airan
LEVEY, AIRAN, BROWNSTEIN, SHEVIN, FRIEDMAN,
ROEN & KELSO, LLP
1320 South Dixie Highway, PH-1275
Coral Gables, Florida 33146

FILED
01 JUN 22 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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01 JUN 22 AM 10:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION.

OF

Fotofare, Inc.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and the laws of the state of Florida.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: Fotofare, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

**ARTICLE V. REGISTERED AGENT, REGISTERED OFFICE
AND PRINCIPAL OFFICE**

The Registered Agent and the street address of the Registered Office and Principal Office of this Corporation in the State of Florida shall be:

Registered Agent : D.S. "Dar" Aïran

Registered Office: 1320 So. Dixie Hwy., PH-1275
Coral Gables, Fla. 33146

Principal Office : Satya D. Gupta
7667 W. Sample Road
Box No. 208
Coral Springs, Fla. 33065

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTOR(S) .

This Corporation shall have 2 director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR(S) .

The name of the initial director(s) of this Corporation and his/her/their street address is:

Satya Gupta
10531 N.W. 43rd Court
Coral Springs, Fla. 33065

Jose F. Fernes
8401 W. Sample Road, Apt. 7
Coral Springs, Florida
33065

The persons named as initial director(s) shall hold office for the first year of existence of this Corporation or until his successor is elected or

appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

D.S. "Dar" Airan
1320 So. Dixie Hwy., PH-1275
Coral Gables, FL 33146

ARTICLE IX. AMENDMENT.

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 stockholders 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, as Incorporator, has executed the foregoing Articles of Incorporation on June 15, 2001.



Incorporator

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


By _____
REGISTERED AGENT

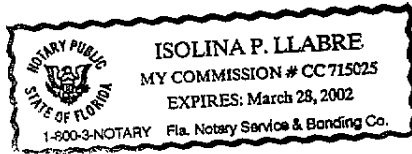
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public, personally appeared, to
me known to be the person described as Incorporator and
who executed the foregoing Articles of Incorporation and
acknowledged before me that this individual subscribed to
these Articles of Incorporation on
June 15, 2001.



Notary Public, State of Florida at Large
My commission expires:

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

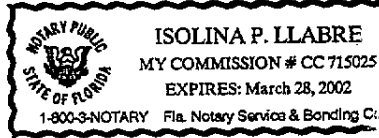


BEFORE ME, a Notary Public, personally appeared, to
me known to be the person described as Registered Agent
and who executed the foregoing Acceptance by Registered
Agent, and acknowledged before me that this individual
subscribed to these Articles of Incorporation on
June 15, 2001.



Notary Public, State of Florida at Large

My commission expires:



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TALLAHASSEE, FLORIDA
SECRETARY OF STATE