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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

PHOTOS BY CARLOS, INC.

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TALLAHASSEE, FLORIDA

AUG 07 2001



(4)

ARTICLES OF INCORPORATION
OF
PHOTOS BY CARLOS, INC.

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ARTICLE I - NAME

The name of this corporation is **PHOTOS BY CARLOS, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: **4000 N HILLS DRIVE #21, HOLLYWOOD, FL 33021.**

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **4000 N HILLS DRIVE #21, HOLLYWOOD FL 33021** and the name of the initial registered agent of this corporation at that address is **ROBERTO CARLOS CHATTAH.**

Prepared by:

Kim Marks CPA PA
11900 Biscayne Blvd #290
North Miami FL 33181

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TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME ADDRESS

ROBERTO CARLOS CHATTAH 4000 N HILLS DRIVE #21
HOLLYWOOD, FL 33021

ARTICLE VIII - Officers

The name and title of each officers is:

ROBERTO C CHATTAH President
Vice President
Secretary
Treasurer

ARTICLE VIII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this August 6, 2001.

Roberto Carlos Chatta for.
Signature/Title

STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ROBERTO CARLOS CHATTAH known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this August 6, 2001.

Kimberly Stephen Marks
Notary Public, State of Florida at Large

My commission Expires:

OFFICIAL NOTARY SEAL
KIMBERLY STEPHEN MARKS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC687287
MY COMMISSION EXP. OCTOBER 7, 2001

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

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

FIRST--THAT PHOTOS BY CARLOS, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF HOLLYWOOD
, STATE OF FLORIDA, HAS NAMED ROBERTO CARLOS CHATTAH, LOCATED
AT 4000 N HILLS DRIVE #21, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Roberto Carlos Chatta
(Corporate Officer)

TITLE President

DATE 8/6/01

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

SIGNATURE Roberto Carlos Chatta
(Resident Agent)

DATE 8/6/01

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