

PC 2000035777

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Photo Media, Corp.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

200005171362--4
-03/27/02--01032--001
*****70.00 *****70.00

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Jesús M. Juan
Name (Printed or typed)

2871 SW 137 COURT
Address

Miami, FL 33175
City, State & Zip

(305) 463-8633
Daytime Telephone number

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 27 AM 8:27

NOTE: Please provide the original and one copy of the articles.

F. CHESSER

APR 3

ARTICLES OF INCORPORATION
OF
PHOTO MEDIA, CORP.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 MAR 27 AM 8:27

The undersigned incorporator desires to organize a professional corporation for the purpose hereinafter stated pursuant to the laws of the State of Florida, and hereby certifies as follows:

ARTICLE I

The name, principal office and mailing address of this corporation shall be:

PHOTO MEDIA, CORP.
880 NW 131 AVENUE
MIAMI, FL 33182-2395

ARTICLE II

This corporation is authorized to transact any activities or businesses permitted under the laws of the State of Florida, to conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

ARTICLE III

This corporation shall have perpetual existence unless sooner terminated or dissolved in accordance with the laws of the State of Florida.

ARTICLE IV

The stockholders of this corporation may, from time to time and at any time, increase or decrease the size of the Board of Directors of this corporation, provided that the corporation shall at all times have a minimum of one (1) director. The name and address of each person who is to serve as a member of the initial Board of Directors is as follows:

Fernando Gonzalez-Abreu
880 NW 131 Avenue
Miami, FL 33182-2395

Graciela Mori
880 NW 131 Avenue
Miami, FL 33182-2395

ARTICLE V

This corporation is authorized to issue shares of stock as follows:

- a) The stock of this corporation shall be known as common stock. The maximum number of shares of common stock that this corporation may have outstanding at any time is one hundred (100) shares, each share of common stock having a par value of One (\$1.00) Dollar.
- b) Shares of common stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing.
- c) Each share of common stock shall entitle the record holder thereof to one (1) vote upon each proposal presented at meetings of the stockholders of this corporation.
- d) Record holders of common stock are entitled to receive their prorata share of any dividends that may be declared by the Board of Directors out of assets legally available for that purpose.
- e) Holders of common stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their prorata share of any of the remaining assets of this corporation, after payment of all corporate debts and obligations.
- f) Each stockholder shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation.

ARTICLE VI

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

ARTICLE VII

The name and street address of the initial Registered Agent of this corporation shall be:

Fernando Gonzalez-Abreu
880 NW 131 Avenue
Miami, FL 33182-2395

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Jesus M. Juan
2871 SW 137 Court
Miami, FL 33175

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 25th day of March, 2001.



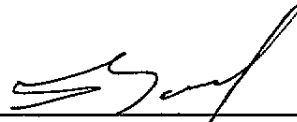
Jesus M. Juan
INCORPORATOR

02 MAR 27 AM 8:27

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named to accept service as Registered Agent for the above stated corporation at the place designated in this certificate, I hereby agree to act in such a capacity and to comply with the provisions of all statutes relating to the proper and complete performance of my duties.



Fernando Gonzalez-Abreu
REGISTERED AGENT