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FLORIDA PROFIT CORPORATION OR P.A.

B & W PHOTO GROUP, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION OF

B & W PHOTO GROUP, INC.

ARTICLE I - NAME

The name of this corporation is:  
B & W PHOTO GROUP, INC.

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United State and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase their prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - PRINCIPAL REGISTRATION OFFICE AND AGENT

The principal place of business and registered street address of the office of this corporation is: 6750 NW 186 ST. #505A Miami Lakes, Florida 33015.

The name of the initial Registered Agent of this corporation is:

CLAUDIA M PERALTA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminish from time to time by the by-laws, but shall never be less than one (1). The initial director(s) of this corporation is (are):

CLAUDIA M PERALTA, PRES.

DIEGO A PINZON, SEC.

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ARTICLE VII - INCORPORATOR

The name and address of the person signing this article is:

CLAUDIA M PERALTA  
6750 NW 186 ST #505A MIAMI, FL. 33015

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE IX - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholder.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of August, 2002.

*Claudia M Peralta*  
Incorporator

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CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED

**WITNESSETH:**

That B & W PHOTO GROUP, INC. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed CLAUDIA M PERALTA as its agent to accept service of process within the state.

**ACKNOWLEDGEMENT:**

Having been named by the first Board of Directors of B & W PHOTO GROUP, INC. to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 8th day of August, 2002.

*C. Peralta*

Registered Agent

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