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2428 BROADWAY
Riviera Beach, Florida 33404
P.O. BOX 9936
Riviera Beach, Florida 33419

August 7, 2002

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

600007064106--7
-08/13/02--01006--009
*****70.00 *****70.00

Re: Articles of Incorporation
SHOW PHOTOS, INC.

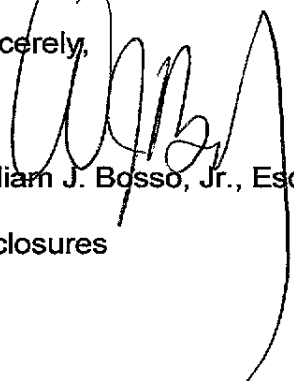
Dear Filing Clerk:

Enclosed herein you will please find our firm's check in the amount of \$70.00 for the filing fee for SHOW PHOTOS, INC. Also enclosed are the original and two (2) copies of the Articles of Incorporation and the Certificate of Registered Agent.

Please file this corporation and return back to me the filed copies in the enclosed stamped, self-addressed envelope.

Thank you for your cooperation in this matter.

Sincerely,



William J. Bosso, Jr., Esq.

Enclosures

FILED
02 AUG 13 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gy 8/15

ARTICLES OF INCORPORATION

OF

SHOW PHOTOS , INC.

FILED
02 AUG 13 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

SHOW PHOTOS , INC.

The address of the principal office of this corporation shall be 133 Las Brisas Circle , Hypoluxo, Florida 33462 ; and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is any business activity 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 have outstanding at any one time is 7,500 shares of common stock at \$1.00 par value.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be as follows:

133 Las Brisas Circle
Hypoluxo, Florida 33462

and the name of the initial registered agent of the corporation at that address is:

Susan Tompakov

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLES VI - OFFICERS AND DIRECTORS

This corporation shall have one (1) director, initially. The name and street address of the initial director who shall hold the office for the first year of the corporation, or until their successors are elected or appointed is:

Susan Tompakov
133 Las Brisas Circle
Hypoluxo, Florida 33462

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator (s) to these Articles of Incorporation is:

Susan Tompakov
133 Las Brisas Circle
Hypoluxo, Florida 33462

IN WITNESS WHEREOF I/WE have made and subscribed our name(s) and signature (s) to these Articles of Incorporation, this the 7th day of August, 2002.

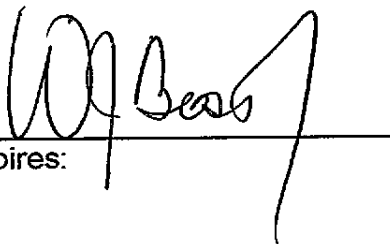

Susan Tompakov

State of Florida
County of Palm Beach

BEFORE ME, the undersigned authority, personally appeared, Susan Tompakov, to me well known to be the person (s) described as incorporator (s) in or who has produced his Fla. drivers licenses / identification card, and who executed the foregoing Articles of Incorporation and who did take an oath.

WITNESS my hand and official seal in the County and State aforesaid this the 7th day of August, 2002.

Notary Public _____
My Commission Expires:





William J. Bosso, Jr.
MY COMMISSION # CC832652 EXPIRES
May 29, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

02 AUG 13 AM 11:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

IN PURSUANCE to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That Show Photos, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation being in Florida, names: Susan Tompakov as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby state that I am familiar with the obligations imposed herein, accept said appointment as registered agent of said corporation and agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Susan Tompakov