

PO2000109007

Corporation's Name
Address
Nubian Tax Consultants
16300 NE 19 Avenue Ste. 215
N. Miami Beach, FL 33162

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

600009263096--7
-10/08/02--01023--011
*****78.75 *****78.75

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
20 OCT -8 PM 1:28

Examiner's Initials

OCT 09 2002

5

ARTICLES OF INCORPORATION

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation:

Article I

The name of this corporation shall be: NOVEL PHOTO, INC.

Article II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

Article III

The principal place of business and mailing address of this corporation shall be: 6851 SW 113 Place, Miami, Florida 33173

Article IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as full and to the same extent as natural person might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT - 8 PM 1:28

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, association, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter by laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business, which the board of directors shall find, will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to affect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue S607.014;

Article V

The Corporation is authorized to issue 100 shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contact, or other securities of the Corporation.

Article VI

The initial address of registered office of this Corporation is Nubian Tax Consultants, located at 16300 NE 19 Avenue Suite 215, North Miami Beach, FL 33162. The name and address of the registered agent of this Corporation is Nubian Tax Consultants, 16300 NE 19 Avenue Suite 215, North Miami Beach, FL 33162.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Nubian Tax Consultants having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Nubian Tax Consultants



Michael L. Lawrence, Owner

Article VII

The initial board of Directions shall consist of a total of person(s) and the name and address of the person(s) who is to serve and an initial director(s) is: Noelle Theard - 6851 SW 113 Place, Miami, Florida 33173

Article VIII

The number of directors constituting the initial board of directors of the corporation is 1, and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

Noelle Theard - 6851 SW 113 Place, Miami, Florida 33173

Article IX

The names of the officers of the Corporation is:

President: Noelle Theard
Treasurer: Noelle Theard
Secretary: Noelle Theard

Article X

INCORPORATOR

The name and address of the incorporator of the Corporation is:

Nubian Tax Consultants
16300 NE 19 Avenue
Suite 215
North Miami Beach, FL 33162

The undersigned has executed these Articles of Incorporation this 4th day of October 2002.

In Witness Whereof, I have hereunto set my hand and seal, acknowledge and filed the foregoing articles of Incorporation under the laws of the State of Florida this 4th day of October 2002.



Michael L. Lawrence, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT - 8 PM 1:28