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SERIES STATE
TALLAHASSEE FLORIDA

LAW OFFICES

HARBSMEIER, DEZAYAS & APPEL, LLP

5116 SOUTH LAKELAND DRIVE
POST OFFICE BOX 6069 [33807]
LAKELAND, FLORIDA 33813

TELEPHONE: [863] 619-7330
FACSIMILE: [863] 619-7303
WEBSITE: WWW.HDALAW.COM

December 26, 2002

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Photo2000, Inc.

To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced professional association for filing, together with our check in the amount of \$78.50.

I would appreciate your filing this professional association and return a certified copy in the envelope provided for your convenience.

Should you have any questions, please do not hesitate to call.

Cordially,



Bruno F. DeZayas

BFD/he
Enclosures

ADDITIONAL OFFICES:

2015 CENTRE POINTE BOULEVARD * SUITE 104 * TALLAHASSEE, FLORIDA 32308 * PHONE [850] 205-6340 * FAX [850] 205-6342
THE INTERNATIONAL BUILDING * 2455 EAST SUNRISE BOULEVARD * SUITE 511 * FT. LAUDERDALE, FLORIDA 33304 * PHONE [954] 564-6165 * FAX [954] 564-6194

ARTICLES OF INCORPORATION

OF

PHOTO2000, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PHOTO2000, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of engaging in the business of photography or any other lawful business and to do anything necessary, proper, advisable, or convenient, for the accomplishment of said purposes, and to do all and other things incidental to them, or connected with them, that are not forbidden by the Florida corporation laws or by other laws, or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States or in any foreign country, to the extent that these purposes are not forbidden by the laws of that state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is ONE THOUSAND (1,000) shares of common stock with a par value of ONE DOLLAR (\$1.00) per share. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as directed by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation shall be located at 5665 Cypress Gardens Boulevard, Suite 507, Winter Haven, Florida 33884. The registered agent of this corporation shall be Del Lawson, 5775 Cypress Gardens Boulevard, Suite 507, Winter Haven, Florida 33884.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member, who not need be a resident of the State of Florida, or shareholder of the corporation. The number of directors may be increased from time to time by the by-laws. The name and address of the initial director of this corporation is:

Del Lawson 5665 Cypress Gardens Boulevard
Suite 507
Winter Haven, Florida 33884

ARTICLE VI - DURATION

The period of duration of this corporation is perpetual.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Del Lawson, 5665 Cypress Gardens Boulevard, Suite 507, Winter Haven, Florida 33884.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto.

ARTICLE X - PRE-EMPTIVE RIGHTS

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation that may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder, to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 23rd day of December, 2002.

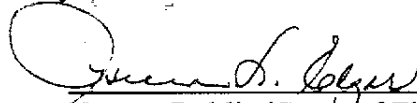


DEL LAWSON

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared DEL LAWSON who is to me well known and to be the person described in and who executed and subscribed the above Articles of Incorporation, and he did so freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Lakeland, Polk County, Florida, this 23rd day of December, 2002.



Notary Public/State of Florida

Helen W. Edgar

Printed Notary Name



Helen W. Edgar
MY COMMISSION # CC920461 EXPIRES
April 14, 2004
BONDED THRU TROY FARM INSURANCE, INC.

FILED

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.05, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the required office/registered agent, in the State of Florida.

1. The name of the corporation is PHOTO2000, INC.
2. The name and address of the registered agent is:

Del Lawson
5665 Cypress Gardens Boulevard
Suite 507
Winter Haven, Florida 33884

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:


Del Lawson

Date:

December 23, 2002