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## Florida Department of State

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.****MAGICAL PHOTOS, INC.**

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ARTICLES OF INCORPORATION

OF  
MAGICAL PHOTOS, INC

THE UNDERSIGNED INCORPORATORS to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

MAGICAL PHOTOS, INC

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE III

PURPOSE

The General purpose or nature of business for which this Corporation is organized shall be:

1. To engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.
2. To conduct a business in, have one or more offices in, buy, hold, mortgage, sell, convey, lease or otherwise dispose of real estate and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.
3. To contract debts, borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness, as required.
4. To purchase the corporate assets of any other corporation, engage in the same or similar character of business.

Prepared by & returned to:  
Ignacio Siberio, Esq  
525 N.W. 27th Ave, Ste 100, Mia, FL, 33125  
Phone 305-643-5900  
Fax 305-643-4583  
Fla Bar 207926

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5. To guarantee, endorse, purchase, hold, sell, transfer, pledge, mortgage or otherwise acquire or dispose of the shares, of the capital stock, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and as owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

6. To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.

#### ARTICLE IV

##### CAPITAL STOCK

The maximum number of shares of stock which this Corporation shall have outstanding at any time shall be sixty (60) shares which shall all be common stock of no par value.

All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in property, real or personal, or in services, at a true valuation thereof.

#### ARTICLE V

##### PREEMPTIVE RIGHTS

If the capital stock of this Corporation is increased and new shares of stock are issued, the holder of original stock shall be entitled to subscribe to other new issue in preference to non-holders and on equal terms with other holder of the original stock in the proportion that the number of the original share held by him bear to the total outstanding number of the original shares.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial Registered Agent of this Corporation is:  
JORGE GODINEZ and its registered address in the State of  
Florida is: 6921 S.W. 56 Ct, Davie, Fla 33314

The Corporation's principal office and the mailing address are:

6921 S.W. 56 Ct, Davie, Fla 33314.

The directors may, from time to time, by majority vote, move the principal office to any other address in the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of this Corporation shall be One, and the name and address of each person who is to serve as a member thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JORGE GODINEZ	6921 S.W. 56 Ct, Davie, Fl 33314

ARTICLE VIII

INCORPORATORS

The name and post office address of the Incorporators of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
JORGE GODINEZ	6921 S.W. 56 Ct, Davie, Fl 33314

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the following

manner:

a. The Board of Directors shall adopt the resolutions setting forth the proposed Amendment and, if shares have been issued, directing that it be submitted to a majority voter at a meeting of shareholders, which may be either the annual or a special meeting. If no shares have been issued, the amendment shall be adopted by a vote of the majority of Directors and the provisions for adopting by shareholders shall not apply.

b. By all of the Directors and all of the stockholders of the Corporation eligible to vote signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

I, Jorge Godinez, having been named to accept service of process for MAGICAL PHOTOS, INC, a Florida Corporation, at the place designated herein, do hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
\_\_\_\_\_  
JORGE GODINEZ

IN WITNESS WHEREOF, the undersigned Incorporators have set their hands and seals thereto, this Sep. 30-03.

  
\_\_\_\_\_  
JORGE GODINEZ

#03000288208

STATE OF FLORIDA  
COUNTY OF DADE

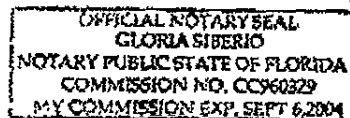
I HEREBY CERTIFY that on this day personally appeared before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, JORGE GODINEZ and \_\_\_\_\_ to me personally known or who identified \_\_\_\_\_ with Florida Driver's License, who executed the foregoing Articles of Incorporation, and they acknowledged before me, that they subscribed to these Articles of Incorporation.

WITNESS my hand and seal, this

Oct 1 / 2003

Gloria Siberio

NOTARY PUBLIC



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