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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Suprise Me Images, Inc.

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PAGE 001/001 Florida Dept of State



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 21, 2005

YOUR CAPITAL CONNECTION, INC.

SUBJECT: SUPRISE ME IMAGES, INC.
REF: W05000014295

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CAPITAL CONNECTION

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ARTICLES OF INCORPORATION
OF
Surprise Me Images, Inc.

Article 1

NAME

The name of this corporation is Surprise Me Images, Inc.

Article 11

Nature Of Business

This corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the State of Florida

To generally have and exercise all powers, rights and privileges necessary to effecting the objectives mentioned herein.

To carry on any other lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objectives hereinabove enumerated.

ARTICLE 111

Term Of Existence

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date of which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

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ARTICLE IV

Capital Stock

This corporation is authorized to issue 10,000 shares of no par value common stock, which shall be designated "common share."

ARTICLE V

Initial Registered Office & Agent

The street address of the initial registered office of the corporation is 8044 Twin Lake Drive, Boca Raton, FL 33496; and the name of the initial registered agent of this corporation at that address is Robyn Buchwald. The principal address of the corporation is the same as the registered office address,

ARTICLE VI

Initial Board Of Directors

This corporation shall have two directors initially. The number of Directors may be increased from time to time as provided in the By-Laws, but shall never be less than one. The initial Directors shall be:

Robyn Buchwald
8044 Twin Lake Drive
Boca Raton, FL 33496

Robin Bender
19841 Villa Medici Place
Boca Raton, FL 33434

ARTICLE VII

Amendments to Articles of Incorporation

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when duly proposed and approved by the holders of not less than a majority of the outstanding common stock.

ARTICLE VIII**Powers**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX**Indemnifications**

This corporation shall indemnify any and all of its Directors, officers, employees, or agents or any person or persons who may have served at its request as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgment, fines, settlements and counsel's fees, actually and necessarily paid or incurred in criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee, or agent as herein provided.

ARTICLE X**INCORPORATOR**

The name and address of the person signing these Articles is:

Robyn Buchwald
8044 Twin Lake Drive
Boca Raton, FL 33496

The undersigned subscriber has executed these Articles of Incorporation

Dated March 18, 2005


Robyn Buchwald

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CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of chapter 48.091, Florida Statute, the following is submitted in compliance with said act:

That Surprise Me, Inc. desiring to organize under the laws of the State of Florida with it's initial registered office, as indicated in the Articles of Incorporation, has named Robyn Buchwald located at 8044 Twin Lake Drive, Boca Raton, Fl. 33496, as its agent to accept service or process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


Robyn Buchwald
Registered Agent

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TALLAHASSEE, FLORIDA

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