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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA
05 JUL 15 AM 9:47

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FLORIDA PROFIT CORPORATION OR P.A.

serota photography, inc.

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Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

05 JUL 15 AM 9:47

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEROTA PHOTOGRAPHY, INC., a Florida corporation

ARTICLE I.

The name of this Corporation is:

SEROTA PHOTOGRAPHY, INC., a Florida corporation

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI.

VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Prepared By:
MARK B. GOLDSTEIN, ESQUIRE
MARK B. GOLDSTEIN, P.A.
1700 N. MILITARY TRAIL, SUITE 130
BOCA RATON, FLORIDA 33431
(561) 989-9955

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ARTICLE VII
PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The street address of the initial registered office of this Corporation is: 2700 N. Military Trail, Suite 130, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that address is: Mark B. Goldstein, and the principal place of business of the corporation is 975 CYPRESS DRIVE, DELRAY BEACH, FLORIDA 33483.

ARTICLE IX

This Corporation shall have Two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Director of this Corporation is:

MARC SEROTA
975 CYPRESS DRIVE
DELRAY BEACH, FLORIDA 33483

JESSICA SEROTA
975 CYPRESS DRIVE
DELRAY BEACH, FLORIDA 33483

ARTICLE X

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

MARC SEROTA
975 CYPRESS DRIVE
DELRAY BEACH, FLORIDA 33483

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT **SEROTA PHOTOGRAPHY, INC.**, A FLORIDA CORPORATION DESIRING
TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 975 CYPRESS
DRIVE, DELRAY BEACH, FLORIDA 33483 HAS NAMED **MARK B. GOLDSTEIN**,
LOCATED AT 2700 N. MILITARY TRAIL, SUITE 130, BOCA RATON, FLORIDA 33431, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SEROTA PHOTOGRAPHY, INC., a Florida
Corporation

BY: [Signature]
MARC SEROTA, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
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.

SEROTA PHOTOGRAPHY, INC., a Florida
Corporation

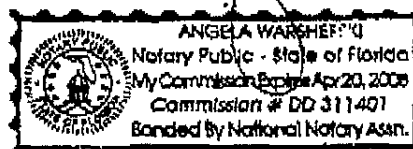
BY: [Signature]
MARK B. GOLDSTEIN Dated:

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to
administer oaths and to take acknowledgments, personally appeared **Mark B. Goldstein**, known to
me to be the person described in and who executed the foregoing instrument, who acknowledged
before me that he executed the same, that I relied upon the following form of identification of the
above-named person; *Florida Drivers License* and that an oath was not taken.

WITNESS my hand and official seal, this 15 day of July, 2005, in the County and
State aforesaid.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA



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