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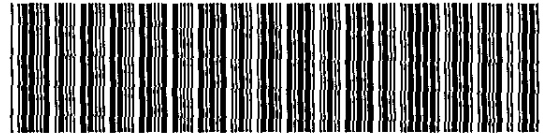
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06 JAN 31 AM 11:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 JAN 31 AM 10:50
DIVISION OF CORPORATION



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 836966 7518460

AUTHORIZATION :

COST LIMIT : \$ PREPAID 78.75 W/CX# 2003

ORDER DATE : January 27, 2006

ORDER TIME : 10:22 AM

ORDER NO. : 836966-005

CUSTOMER NO: 7518460

DOMESTIC FILING

NAME: MS PHOTOS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap - EXT. 2951

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 1, 2006

CSC

SUBJECT: MS PHOTOS, INC.
Ref. Number: W06000005040

RESUBMIT
*Please give original
submission date as file date.*

We have received your document for ^{MPS}MS PHOTOS, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P05000003470 - M & S PHOTOS, INC..

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filing Section

Letter Number: 106A00007317

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RECEIVED

ARTICLES OF INCORPORATION

OF

MPS PHOTOS, INC.

A Florida Corporation

ARTICLE I

NAME

The name of this corporation is MPS PHOTOS , INC.
11270 SW 50th Street, Miami, Florida 33165.

and its mailing address is

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States, and the State of Florida
- b. To generally have and exercise all powers, rights and privileges necessary and incidental to carrying out properly the purposes herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the Corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERMS OF EXISTENCE

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

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TALLAHASSEE, FLORIDA

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 100 shares of Common Stock, \$.01 par value per share (the "Common Stock").

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 11270 SW 50th Street, Miami, Florida 33165 and the name of the initial registered agent is Michael P. Shane.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) initial director. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than 1. The address of the initial director of this Corporation is: 11270 SW 50th Street, Miami, Florida 33165. The name of the director at that address is Michael P. Shane.

ARTICLE VII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

This Corporation reserves the rights to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE VIII

INDEMNIFICATION

This Corporation shall indemnify and may advance expenses to any and all of its directors, officers, employees or agents or former directors, officers, employees or agents of 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 judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, 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. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE IX

INCORPORATOR

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

Michael P. Shane
MS Photos
11270 SW 50th Street, Miami, Florida 33165

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 26 day of January 2006:


Teresita Calderon

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON
WHOM PROCESS MAY BE SERVED

WITNESSETH

That MS Photos, desiring to organize under the laws of the State of Florida, has named Michael P. Shane as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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 the capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607-0505 of the Florida Statutes.

January 26, 2006.

By: Michael P. Shane
Name: Michael P. Shane
Title: Owner

#131992

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TALLAHASSEE, FLORIDA