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

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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FLORIDA PROFIT/NON PROFIT CORPORATION

PRISMA PHOTOGRAPHY, INC

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, SUBSCRIBER TO THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE I

CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE PRISMA PHOTOGRAPHY, INC

ARTICLE II

PRINCIPAL OFFICE

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

8822 W FLAGLER ST APT 7
MIAMI, FL 33174-2363

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE III

NATURE OF CORPORATE BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

PREPARED BY:

OIKONOMOS ACCOUNTING CORP.
10200 NW 25TH ST STE 116
MIAMI, FL 33172

ARTICLE IV

CAPITAL STOCK AND INITIAL CAPITAL

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF FIVE HUNDRED (500) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE DOLLAR (\$1.00). THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED AND 00/00 (\$100.00) DOLLARS.

ARTICLE V

DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

SANDRA N AGRELLI
MARCOS A AGRELLI

DIRECTOR
DIRECTOR

ARTICLE VI

REGISTERED AGENT

THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

SANDRA N AGRELLI
8822 W FLAGLER ST APT 7
MIAMI, FL 33174-2363

ARTICLE VII

SUBSCRIBERS

THE NAMES AND ADDRESSES OF THE SUBSCRIBERS/INCORPORATORS OF THESE ARTICLES OF INCORPORATION ARE:

SANDRA N AGRELLI
8822 W FLAGLER ST APT 7
MIAMI, FL 33174-2363

MARCOS A AGRELLI
8822 W FLAGLER ST APT 7
MIAMI, FL 33174-2363

ARTICLE VIII

DURATION AND BEGINNING OF CORPORATE EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN AUGUST 14TH, 2006.

ARTICLE IX

STOCKHOLDERS

THIS CORPORATION SHALL HAVE THE FOLLOWING STOCKHOLDERS:

NAME	PERCENTAGE OF OWNERSHIP
SANDRA N AGRELLI	51%
MARCOS A AGRELLI	49%

ARTICLE X

PREEMPTIVE RIGHTS

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONA-FIDE OFFER BY ANY THIRD PERSON, AND SAID SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER TO A THIRD PERSON APPROVED BY THE OTHER SHAREHOLDERS.

ARTICLE XI

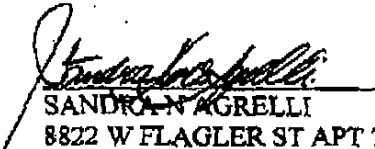
AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

ARTICLE XII

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THE 14th DAY OF AUGUST 2006.


SANDRA N. AGRELLI
8822 W FLAGLER ST APT 7
MIAMI, FL 33174-2363


MARCOS A. AGRELLI
8822 W FLAGLER ST APT 7
MIAMI, FL 33174-2363

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ACKNOWLEDGMENT

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.


SANDRA N AGRELLI
8822 W FLAGLER ST APT 7
MIAMI, FL 33174-2363

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