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FLORIDA PROFIT/NON PROFIT CORPORATION

BELLA PHOTO CORP

Certificate of Status	0
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Help

ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE ONE NAME

The name and address of this Corporation is:

Bella Photo Corp
3807 NW 7 Street
Miami, FL 33126

ARTICLE TWO PURPOSE OF CORPORATION

This corporation may engage in any activity or business permitted under the laws of the United State of America and the laws of the State of Florida.

ARTICLE THREE DURATION OF CORPORATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporation existence shall begin is upon filing with the Secretary of State of Florida.

ARTICLE FOUR CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. *Designation.* The stock of this corporation shall be known as Common Stock.
- B. *Authorized.* The maximum number of shares of Common Stock that this corporation may issue is: 1,000 shares.
- C. *Par Value.* Each share of Common Stock shall have the par value of \$1.00.
- D. *Consideration.* Shares of Common Stock may issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any combination shall be conclusive.

Prepared by: Diaz & Associates, Inc.
782 N.W. 42nd Avenue, Suite 637
Miami, Florida 33126

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ARTICLES OF INCORPORATION

E. *Non-Assessability.* Each share of Common Stock shall be issued in exchange for consideration, which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. *Voting Rights.* Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. *Dividends.* Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. *Liquidation Rights.* Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FIVE

INITIAL PRINCIPAL REGISTERED OFFICE AND AGENT

The street address of the Initial Principal Registered Office of this corporation is: 3807 NW 7 Street, Miami, FL 33126 and the name of the Initial Registered Agent of this corporation is: Daniela M. Menendez.

ARTICLE SIX

INCORPORATOR AND INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name(s) and address(es) of the incorporator and initial director(s) of this corporation is/are:

Daniela M. Menendez
3807 NW 7 Street
Miami, FL 33126

ARTICLE SEVEN

BY-LAWS

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors, and Shareholders who may designate certain articles, which the Board of Directors may not change.

ARTICLES OF INCORPORATION

**ARTICLE EIGHT
SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE NINE
SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law.

**ARTICLE TEN
COMPENSATION**

The shareholders of this corporation shall have the exclusive right to fix the compensation of directors of this corporation.

**ARTICLE ELEVEN
NO REMOVAL OF DIRECTORS**

The shareholders of this corporation shall not be entitled to remove, without cause, any director from office during his term.

**ARTICLE TWELVE
DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the Directors present and voting, shall be the act of the Board of Directors.

**ARTICLE THIRTEEN
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE FOURTEEN
DIVIDENDS**

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLES OF INCORPORATION

**ARTICLE FIFTEEN
AMENDMENTS**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation of any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this


Incorporator and Subscriber

STATE OF FLORIDA)
SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State of Florida, County of Miami-Dade, personally appeared, Daniela M. Menendez, known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida and County of Miami-Dade, this 26 day of February, 2007.

My commission expires:


NOTARY PUBLIC, STATE OF FLORIDA



ALINA M. DIAZ
MY COMMISSION # DD 471761
EXPIRES: December 7, 2009
Respect This Budget Notary Services

CERTIFICATE

**DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, 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 Bella Photo Corp, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida has named Daniela M. Menendez, at the following address; 3807 NW 7 Street, Miami, FL 33126, in the County of Miami-Dade, State of Florida, as its' agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by Designated Agent) Having been named to accept service of process for the above state corporation, at 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.

By:

Daniela M. Menendez
Daniela M. Menendez

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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