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To:

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Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT/NON PROFIT CORPORATION

fun photo technologies, inc.

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**ARTICLES OF INCORPORATION
OF
Fun Photo Technologies, Inc.,**

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: **Fun Photo Technologies, Inc.,**

ARTICLE II

The purpose for which the corporation is organized is to engage in any activities or business permitted under the laws of the United States and the State of Florida and its duration is perpetual.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is One Hundred Thousand (100,000.00) shares par value of one cent (\$.01) per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

The street address of the Corporation's initial principal office is:

1437 South School Avenue.
Sarasota, Florida 34239

The initial registered agent's name and address for the Corporation's initial registered office is:

Keoki M. Trask
1437 South School Avenue.
Sarasota, Florida 34239

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ARTICLE V

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is:

Keoki M. Trask
1437 South School Avenue.
Sarasota, Florida 34239

ARTICLE VI

The name and street address of the incorporator signing these articles of incorporation is:

Keoki M. Trask
1437 South School Avenue.
Sarasota, Florida 34239

ARTICLE VII

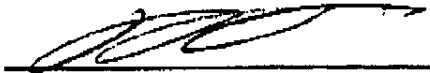
The Corporation shall indemnify any Director, Officer, Employee, and Agent or former Director, Officer, Employee or Agent against expenses actually and necessarily incurred by him/her (legal fees or otherwise) or any amount paid in satisfaction of judgments in connection with any suit or proceeding, whether civil or criminal in nature, in which he/she is made a party by reason of being or having been such Director, Officer, Employee or Agent to the fullest extent permitted by law.

ARTICLE VIII:

This corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or any amendments hereto, and to enact By-Laws, in manner now or hereafter prescribed by law and all rights conferred on Directors and Officers herein are granted subject to this reservation.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation.




Keoki M. Trask
1437 South School Avenue.
Sarasota, Florida 34239
Incorporator

1/25/08
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for, **Fun Photo Technologies, Inc.,** at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.



Keoki M. Trask
1437 South School Avenue.
Sarasota, Florida 34239
Registered Agent

1/25/08
Date

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