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DIVISION OF CORPORATIONS

FILINGS, INC. TERESA ROMAN
(Requestor's Name)
 2805 LITTLE DEAL ROAD
(Address)
 TALLAHASSEE, FLORIDA 32308 (904) 385-6735
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PHOTO MEMORIES, INC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amer.dment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

95 APR -4 PM 28

Examiner's Initials KON

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
PHOTO MEMORIES, INC.

ARTICLE I.
NAME

The name of the Corporation is : PHOTO MEMORIES, INC.

ARTICLE II.
DURATION

The Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III.
PURPOSE

This Corporation is organized to perform all any lawful business activities not prohibited by the laws of the State of Florida.

ARTICLE IV.
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is:

PHOTO MEMORIES, INC.
4708 N.E. 11TH AVENUE
FT. LAUDERDALE, FLORIDA 33334

ARTICLE V.
CAPITAL STOCK

The Corporation is authorized to issue ONE THOUSAND (1000) shares of .01 Dollar (\$) par value common stock, which shall be designated "Common Shares".

ARTICLE VI.
INITIAL REGISTERED AGENT AND OFFICE

The initial Registered Agent and the street address of the registered office of the Corporation is:

LAWRENCE A. CAPLAN, ESQ.
KLEINFELD & SPIVACK
ONE S.E. 3RD AVENUE, SUITE 1940
SUN BANK INTERNATIONAL CENTER
MIAMI, FLORIDA 33131

ARTICLE VII.
INCORPORATOR

The person signing these Articles of Incorporation is:

LAWRENCE A. CAPLAN Address
One S.E. 3rd Avenue
Suite 1940
Miami, Florida 33131

ARTICLE VIII.
INITIAL DIRECTORS

The initial Directors of the Corporation shall be:

RICHARD P. KLEVA Address
SUSAN O. KLEVA 4708 N.E. 11th Avenue
Ft. Lauderdale, Fl.33334

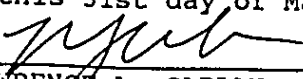
ARTICLE IX.
POWERS

The Corporation shall have all of the corporate powers allowed it under Chapter 607, Florida Statutes.

ARTICLE X.
AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31st day of March, 1995.

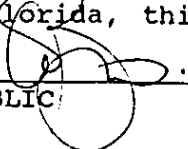


LAWRENCE A. CAPLAN, Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, LAWRENCE A. CAPLAN, to me well known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed and executed same for the purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 31st day of March, 1995.



NOTARY PUBLIC

ANA E. BRITO
Notary Public, State of Florida
My Comm. expires Feb 14, 1997
No. CC259294

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DIVISION OF CORPORATIONS

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE FOR SERVICE OF PROCESS

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In compliance with Sections 607.0501 and 48.091, Florida Statutes, the following is submitted:

That PHOTO MEMORIES, INC., desiring to organize or qualify under the laws of the State of Florida, has named LAWRENCE A. CAPLAN, ESQ., KLEINFELD & SPIVACK, located at ONE S.E. 3RD AVENUE, SUITE 1940, SUN BANK INTERNATIONAL CENTER, MIAMI, FLORIDA 33131, as its Registered Agent to accept service of process within the State of Florida.




LAWRENCE A. CAPLAN, Incorporator

MARCH 31, 1995

DATE

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 of Registered Agent, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



LAWRENCE A. CAPLAN, ESQ.
Registered Agent

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TXK8X95 FLORIDA DIVISION OF CORPORATIONS ELECTRONIC FILING COVER
 6:04 PM PUBLIC ACCESS SYSTEM (((H95000004373))) FROM: FILINGS, INC. DEPARTMENT OF
 SHEET TO: DIVISION OF CORPORATIONS 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET
 STATE FT LAUDERDALE FL 33311- TALLAHASSEE, FL 32399 CONTACT: TERESA ROMAN
 FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761
 (((H95000004373))) DOCUMENT TYPE: BASIC AMENDMENT NAME: PHOTO
 MEMORIES, INC. FAX AUDIT NUMBER: H95000004373 CURRENT STATUS:
 REQUESTED DATE REQUESTED: 04/18/1995 TIME REQUESTED: 18:04:40
 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF PAGES: 1
 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$35.00 ACCOUNT
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APR-18-95 TUE 4:55 PM

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95 APR 19 AM 11:56

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
PHOTO MEMORIES, INC.

1. The name of the corporation is PHOTO MEMORIES, INC., filed April 4, 1995 bearing Document Number #P95000026777.
2. The Articles of Incorporation of the Corporation are amended to read as follows:

ARTICLE V.
CAPITAL STOCK

The Corporation is authorized to issue ONE THOUSAND (1000) shares of \$1.00 Dollar par value common stock, which shall be designated "Common Shares".

3. This amendment was recommended by the board of directors to the Corporation's shareholders on April 13, 1995..
4. This Amendment was approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, Richard P. Kleva, President, has caused these Articles of Amendment to be executed on this 13th day of April, 1995.


Richard P. Kleva, President

PREPARED BY
LAWRENCE A. CAPLAN, ESQ.
1 S.E. 31st Ave. Suite 1940
Miami, Fl. 33131
305-892-1000
BAR # 400531

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