

795000037898

Dear Sirs,

May 8, 1995

Attached is a check to cover the costs associated with a Subchapter S
Incorporation for Phoenix Photography.

Thank you for your consideration.

Sincerely,

Ana C. Fernandez

Ana C. Fernandez

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 11 AM 8:13

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CERTIFICATE OF INCORPORATION
OF
PHOENIX PHOTOGRAPHY INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 11 AM 8:13

This Certificate of Incorporation is executed by the undersigned in order to form a corporation for the purpose and with powers hereinafter mentioned, under the laws of the State of Florida for formation of corporation for profit.

I

The name of proposed corporation shall be:

PHOENIX PHOTOGRAPHY INC.

II

This corporation is organized for the purpose of engaging in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes 1993, and may do perform any and all acts and deeds lawful to be done and performed by corporations under said law.

III

The corporation shall have all right, powers, and privileges presently or hereafter granted to or conferred upon corporations by and under the general corporation laws of the State of Florida.

IV

The total number of shares of stock which may be issued by the corporation shall be one hundred (100) shares. Said shares of stock shall have a par value of TEN DOLLARS (\$10.00) and all of said stock shall be common stock. Said shares of stock may be issued pursuant to such plan as may be adopted by the Board of Directors of the corporation to qualify said stock as Internal Revenue Code Section 1244 stock.

V

The corporation shall have perpetual existence.

VI

The initial registered office of the corporation shall be located at 15525 S.W. 156 Terr., Miami, Florida 33187, and ANA C. FERNANDEZ shall be the Registered Agent of the corporation at said address. The initial principal office of the corporation shall be 15525 S.W. 156 Terr., Miami, FL 33187.

VII

The number of Directors of the corporation shall be no less than two (2), the exact number to be determined by the By-Laws or by special vote of the stockholders.

VIII

The names and street addresses of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the corporation's existence, or until successors are elected and have qualified are:

ANA C. FERNANDEZ

15525 S.W. 156 Terr.
Miami, FL 33187

CARLOS A. FERNANDEZ

15525 S.W. 156 Terr.
Miami, FL 33187

IX

The name and address of the incorporator of the corporation and subscriber to the Certificate of Incorporation is:

ANA C. FERNANDEZ

15525 S.W. 156 Terr.
Miami, FL 33187

X

The officers of the corporation who shall be elected by Board of Directors shall consist of a President, Vice - President, Secretary and Treasurer, with as many Assistant Vice-Presidents, Assistant Secretaries or Assistant Treasurers as the Board of Directors may appoint. The same person may hold offices, the duties of which are not incompatible, provided, however, that the office of President and Vice-President or Assistant Secretary be held by the same person.

XI

The officers of corporation, until election of their successors by the Board of Directors shall be:

ANA C. FERNANDEZ

President

CARLOS A. FERNANDEZ

Secretary/Treasurer


XII

The commencement date of the existence of this corporation shall be the date of the subscription and acknowledgement hereof, being the date stated in the acknowledgement at the end of the end of these Articles of Incorporation.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged this Certificate in duplicate.


ANA C. FERNANDEZ (SEAL)

The undersigned hereby accepts appointment as the Registered Agent for
PHOENIX PHOTOGRAPHY INC.


ANA C. FERNANDEZ (SEAL)

STATE OF FLORIDA)
)SS.:
COUNTY OF DADE)

I HEREBY CERTIFY that on this 31st day of MARCH, 1995, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, ANA C. FERNANDEZ, to me well known to be the individual who executed the foregoing Certificate of Incorporation, and she acknowledged before me that she executed the same freely and voluntarily for the purposes therein stated.

WITNESS my hand seal at Miami, Dade County, Florida, This 31st day of March, 1995.

Mary F. Gonzalez
Print: MARY F. GONZALEZ

NOTARY PUBLIC
State of Florida At Large

My Commission Expires: July - 27, 1996

