

99500004580

(((H95000005898))) PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1492 W FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33135- 301-  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
PHONE: (305) 541-3894  
FAX: (904) 922-4000 FAX: (305) 541-3770  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: GOLDENPHOTO CORPORATION  
FAX AUDIT NUMBER: H95000005898 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 05/25/1995 TIME REQUESTED: 14:26:24  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255  
Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.  
(((H95000005898)))

\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM CAPS Connect: 00:02:4

FILED  
MAY 25 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5/26

H9500005898

**ARTICLES OF INCORPORATION  
OF  
GOLDENPHOTO CORPORATION**

**ARTICLE I**

**NAME**

The name of the Corporation is GOLDENPHOTO CORPORATION

**ARTICLE II**

**TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III**

**PERMITTED ACTIVITY**

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

**AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with \$1.00 par value share.

**PREPARED BY:**  
Nelson Sloeborgas, Esquire  
Freeman, Newman & Buttermann  
520 Brickell Key Drive, Suite 0-303b  
Miami, FL 33131  
FLORIDA BAR NO. 378827  
(305) 374.3800

FILED  
MAY 25 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H95000005898

H 950000005898

**ARTICLE V  
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation and initial place of business is 520 Brickell Key Drive, Suite 0-303b, Miami, Florida 33131. The initial Registered Agent is Nelson Slosbergue at 520 Brickell Key Drive, Suite 0-303b, Miami, Florida 33131.

**ARTICLE VII  
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

<b>NAMES</b>	<b>ADDRESSES</b>
<b>CARLOS SEITOUNE</b>	520 Brickell Key Drive Suite 0-303b Miami, Florida 33131
<b>LEIA SEITOUNE</b>	520 Brickell Key Drive Suite 0-303b Miami, Florida 33131

H95000005898

#### ARTICLE VIII

##### INCORPORATION

The name and address of the incorporator is: Nelson  
Gleshergas, 220 Brickell Key Drive, Suite C-303b, Miami, Florida  
33131.

#### ARTICLE IX

##### INDemnIFICATION

Every person now or hereafter serving as director, officer or  
employee of the Corporation shall be indemnified and held harmless  
by the Corporation from and against any and all loss, cost,  
liability and expense that may be imposed upon or incurred by him  
in connection with or resulting from any claim, action, suit or  
proceeding, in which he may become involved, as a party or  
otherwise, by reason of his being or having been a director,  
officer or employee of the Corporation, whether or not he continues  
to be such at the time such loss, cost, liability or expense shall  
have been imposed or incurred, except with regard to matters as to  
which any such director, officer or employee shall be adjudged in  
any claim, action, suit or proceeding to be liable for his own  
gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any  
claim action, suit or proceeding may be paid by the Corporation in  
advance of the final disposition of such a proceeding.

H95000005898

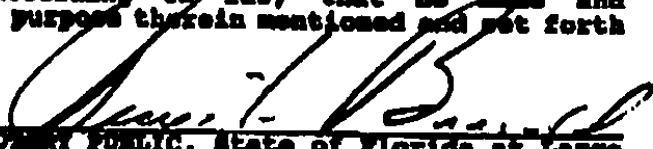
H 95000005898

IN WITNESS WHEREOF, I have signed these Articles of  
Incorporation this 23rd day of May, 1998.

  
Nelson Slesbergas

STATE OF FLORIDA )  
COUNTY OF DADE ) ss.

The foregoing Articles of Incorporation was acknowledged  
before me this 23rd day of May, 1998, by Nelson Slesbergas who is  
personally known to me and who did not take an oath. He  
acknowledged before me according to law, that he made and  
subscribed the same for the purpose therein mentioned and set forth  
therein.

  
NOTARY PUBLIC, State of Florida at Large  
NOTARY: THERSITA BRISCOLAT  
My Commission Expires:

1000 0001

H95000005898

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 2207.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **GOLDENPHOTO CORPORATION**
2. The name and address of the Registered agent and office is: **Nelson Bloembergen, 520 Brickell Key Drive, Suite 0-303b, Miami, FL 33134.**

Signature: \_\_\_\_\_  
Title: **Registered Agent and Incorporator**  
Date: **May 23, 1995**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: \_\_\_\_\_  
Date: **May 23, 1995**

FILED  
MAY 25 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H95000005898