

P95000043493

8/0/95 10:02 AM
DIVISION OF CORPORATIONS
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
408 EAST GAINES STREET MIAMI FL 33136- 0-0000
TALLAHASSEE, FL 32399
FAX: (904) 922-4000 CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000006259))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: DOLPHIN CAMERA, INC.

FAX AUDIT NUMBER: H95000006259 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/06/1995 TIME REQUESTED: 10:02:24

CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

ESTIMATED CHARGE: \$122.50

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.
(((H95000006259)))

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

NUM

Connect: 00:58:

FILED
05 JUN -6 PM 5:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten Signature]
6/6/95

914120 3-

ARTICLES OF INCORPORATION

OF

DOLPHIN CAMERA, INC.

THE UNDERSIGNED SUBSCRIBER (INCORPORATOR) to these Articles of Incorporation, desiring to organize a corporation for the purposes hereinafter stated, pursuant to the Laws of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is DOLPHIN CAMERA, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

This instrument was prepared by:

Ira S. Silver, Esq.
Florida Bar 221351
Silver & Silver
150 S.E. 2nd Avenue
Suite 500
Miami, FL 33131

(305) 374-4888

FILED
95 JUN -6 PM 5:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H95000006259

H95000006259

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation is 222 Lincoln Road, Miami Beach, Florida 33139. The name of the initial registered agent is Shimon Suissa, 222 Lincoln Road, Miami Beach, Florida 33139.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Shimon Suissa
President
Secretary/Treasurer

222 Lincoln Road
Miami Beach, FL 33139

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Shimon Suissa
President

222 Lincoln Road
Miami Beach, FL 33139
Miami, Florida 33161

ARTICLES IX - POWERS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XII - SHAREHOLDER AGREEMENT

The shareholders of this corporation may at any time from time to time enter into shareholder agreements not inconsistent with the

H95000006259

H95000006259

powers of authority conferred by law, but including provisions which by law is required to be permitted to be set forth in the by-laws of the corporation.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, any right conferred upon the shareholders subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 2 day of June, 1955.


Shimon Suissa

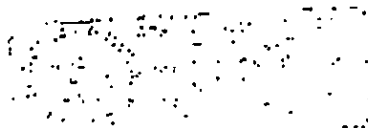
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Shimon Suissa, to me well known to be the person who executed the foregoing Article of Incorporation, and he acknowledged to me that he executed the same for the purposes herein stated.

SWORN TO AND SUBSCRIBED before me this 2 day of June, 1955.


NOTARY PUBLIC

My Commission Expires:



H95000006259

H95000006259

JUN-06-1995 11:02 FROM EMPIRE

TO

19049224000

P.05

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept services of process for the above styled corporation, at place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


SIMON SUISSA
REGISTERED AGENT

(corporate)

FILED

95 JUN -6 PM 5:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TOTAL P.05

H95000006259

H95000006259