

06/19/95 17:17 FAS-T CORPORATE AGENTS (305) 592-9591 P. 001

CHARGE, PLEASE ENTER 'M' FOR MENU TO ABANDON THIS PROCESS, ENTER '1'

6/19/95 FLORIDA DIVISION OF CORPORATIONS 10:43 AM

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TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

400 EAST GAINES STREET

MIAMI FL 33106-

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 592-9591

FAX: (305) 592-9591

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SOUTHERN PRO PHOTOPRINT INTERNATIONAL, INC.

FAX AUDIT NUMBER: H95000006000

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/19/1995

TIME REQUESTED: 10:43:20

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CERTIFICATE OF STATUS: 1

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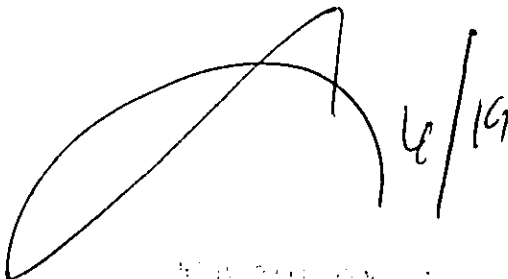
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06/19/1995 16156

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(305) 592-9591
ANTONIO J SOTO ESQ

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PAGE 02

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ARTICLES OF INCORPORATION
OF
SOUTHERN PRO PHOTOPRINT INTERNATIONAL, INC.

FILED
JUN 19 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be SOUTHERN PRO PHOTOPRINT INTERNATIONAL, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the SECRETARY OF STATE, STATE OF FLORIDA. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of general engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 par value shares of common capital stock.

This instrument is prepared by:
Antonio J. Soto, III, Esq.
8500 W. Flagler St. A-105
Miami, Florida 33144
Fl Bar # 302163
(305) 227-2700

THIS INSTRUMENT PREPARED BY
ANTONIO J. SOTO, III, ESQ.
8500 W. FLAGLER ST. A-105
MIAMI, FLORIDA 33144
FL BAR # 302163

Articles Of Incorporation Of SOUTHERN PRO PHOTOPRINT INTERNATIONAL, INC.

06/19/95 11:10
06/19/1995 16:56

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(305) 592-9591
ANTONIO J SOTO CEO
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ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy
Of Which Is On File At This Corporation's Principal Office."

Articles Of Incorporation Of SOUTHERN PRO PHOTOPRINT INTERNATIONAL, INC.

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ANTONIO J BOTO 5380

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ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 2. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Gustavo Solano, 2415 N.W. 11th Street, # 29 B, Miami, Florida
33125

Mirta Solano, 2415 N.W. 11th Street, # 29 B, Miami, Florida 33125.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 12460 N.E. 13th Place, North Miami, Florida.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Gustavo Solano.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Gustavo Solano, 12460 N.E. 13th Place, North Miami, Florida.

Articles Of Incorporation Of SOUTHERN PRO PHOTOPRINT INTERNATIONAL, INC.

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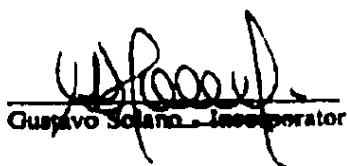
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ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Gustavo Solano - Incorporator


Mirta Solano - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of SOUTHERN PRO PHOTOPRINT INTERNATIONAL, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for SOUTHERN PRO PHOTOPRINT INTERNATIONAL, INC.


Gustavo Solano - Registered Agent

State Of FLORIDA

County Of DADE

On _____, Gustavo Solano, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a ^{ILLINOIS} ~~FLORIDA~~ driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles

Articles Of Incorporation Of SOUTHERN PRO PHOTOPRINT INTERNATIONAL, INC.

06/19/95 11:20
06/19/1995 16:00

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ANTONIO J. BOLDI, Notary

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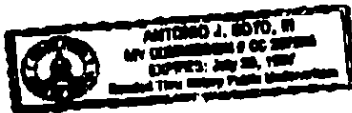
Of Incorporation Of SOUTHERN PRO PHOTOPRINT INTERNATIONAL, INC.


Notary Public

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)



FILED
JUL 19 11 1:02
TALLAHASSEE, FLORIDA

Articles Of Incorporation Of SOUTHERN PRO PHOTOPRINT INTERNATIONAL, INC.