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PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

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ACCOUNT NO. : 0721000000032

REFERENCE : 670020 1201 02A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 28, 1995

ORDER TIME : 11:02 AM

ORDER NO. : 670020

CUSTOMER NO: 120232A

CUSTOMER: Dennis Solomon, Esq  
DENNIS M. SOLOMON, P.A.

Suite 304  
760 U.S. Highway One  
North Palm Beach, FL 33408

\*\*\*\*\*20.00 \*\*\*\*\*20.00

DOMESTIC FILING

NAME: M.R. PHOTO & VIDEO, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

SAB  
8/28/95

FILED  
95 JUN 28 11 2 AM

**ARTICLES OF INCORPORATION  
OF  
M. R. PHOTO & VIDEO, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida under Chapter 607, 1993, as amended

**Article I  
NAME**

The name of the corporation (the "Corporation") is **M.R. Photo & Video, Inc.** The street address of the initial principal office and the mailing address of the Corporation is 860-A, North Military Trail, West Palm Beach, FL 33415.

**Article II  
DURATION**

This Corporation is to commence its corporate existence on the date these Articles are filed with the Secretary of State's office, State of Florida, and shall exist perpetually thereafter until dissolved according to law.

**Article III  
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**Article IV  
CAPITAL STOCK**

This Corporation is authorized to issue **100 shares** of no par value stock. All such stock shall have unlimited voting rights.

**Article V  
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 706 U.S. Highway One, Suite 304, North Palm Beach, FL 33408 and the name of the initial registered agent of this Corporation at that address is Dennis M. Solomon, P.A.

**Article VI  
INITIAL BOARD OF DIRECTORS**

All corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of its Board of Directors (the "Board"). This Corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation.

The name and street address of the director who shall hold office until his successor is duly elected or appointed is

**Maurice Rodriguez 860-A N. Military Trail  
West Palm Beach, FL 33415**

**Article VII  
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

**Article VIII  
BYLAWS**

The power to adopt, alter, amend, or repeal bylaws of the Corporation shall be vested in its Board of Directors.

**Article IX  
INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

**Dennis M. Solomon 760 U.S. Highway One, Suite 304  
North Palm Beach, FL 33408**

**Articles X  
POWERS**

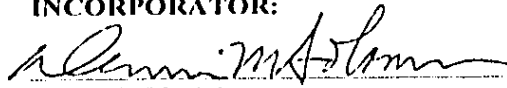
This Corporation shall have all of the powers available to corporations incorporated under the laws of the State of Florida, including, but not limited to, those set forth in Florida Statute 607.0302, 1993, as amended.

**Article XI**  
**MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors of the Corporation may participate in meetings of the Board by means of telephone conference calls and may lawfully adopt corporate resolutions by unanimous written consent of the members of the Board, as provided by law

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 22 nd day of August, 1995

**INCORPORATOR:**

  
**Dennis M. Solomon**

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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 **M.R. Photo & Video, Inc**
- 2 The name and address of the registered agent and office of the corporation is:  
**Dennis M. Solomon, P.A.**  
(NAME)  
**760 U.S. Highway One, Suite 304**  
(Street Address- P.O. Box not acceptable)  
**North Palm Beach, FL 33408**  
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN SUCH CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES OF THE UNDERSIGNED RELATING TO THE DESIGNATION HEREIN, AND THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HIS/ITS POSITION AS REGISTERED AGENT.

Dennis M. Solomon, P.A.

By: *Dennis M. Solomon*, Pres.  
Dennis M. Solomon, President

Dated: August 22, 1995