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07/29/95 00:00:00  
FAX: 95000009562111 PUBLIC ACCESS SYSTEM  
1. DIVISION OF CORPORATIONS ELECTRONIC FILING COVER SHEET  
DEPARTMENT OF STATE FROM: EMPIRE CORPORATE KIT COMPANY  
STATE OF FLORIDA 1492 W FLAGLER ST  
403 EAST GAINES STREET SUITE 200  
TALLAHASSEE, FL 32399 MIAMI FL 33135- 311-  
FAX: (904) 922 4000 CONTACT: RAY STORMONT  
PHONE: (305) 541-3094  
FAX: (305) 541-3770

07/29/95 00:00:00  
NAME: M.J. HOLMES PRODUCTIONS, INC.  
FAX AUDIT NUMBER: 95000009562 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 08/29/1995 TIME REQUESTED: 14:32:35  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 7 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.00 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.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AUG 29 1995

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
M.J. HOLMES PRODUCTIONS, INC.

I, the undersigned, being of legal age, do hereby sign  
these presents for the purpose of becoming a Corporation  
under the laws of the State of Florida authorizing the  
formation of Corporations.

ARTICLE I

The name of the Corporation shall be:

M.J. HOLMES PRODUCTIONS, INC.

ARTICLE II

The general nature of the business and the objects and  
purposes to be transacted and carried on are to do any and  
all of the things herein mentioned, as fully and to the same  
extent as natural persons might or could do, viz:

A. Establish production and marketing facilities to  
provide photo related products and services to both the  
business and consumer markets;  
and to do all things and matters necessary and appertaining  
thereto, and further enabling this Corporation to engage in  
any activity or business permitted under the laws of the  
United States and of the State of Florida;

JOHN R. JOHNSON  
JBJ SERVICES, INC.  
100 E. Sample Rd. #100  
POMPANO BEACH, FL 33064  
(305) 941-2890

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B. To conduct all types of business and operations, to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States;

C. To engage in, render or carry on, any service or other business as principal or agent, with powers to let contract for any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of this Corporation;

D. To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive to expedient for the benefit or protection of the Corporation, either as holders of, or interested in any property, or otherwise;

E. To exercise all of the powers which are now or may hereafter be conferred upon Corporations generally by the laws of the State of Florida;

#### ARTICLE III

The capital stock authorized, the par value thereof,  
and the characteristics of such stock as follows:

One thousand (1000) shares having \$1.00 par value.

#### ARTICLE IV

This Corporation shall exist perpetually unless sooner  
dissolved according to law;

#### ARTICLE V

The number of Directors of this Corporation shall be  
not less than one (1) nor more than five (5), and the  
initial Board of Directors of this Corporation shall be  
comprised of one Incorporator, MICHAEL J. HOLMES,  
1919 DISCOVERY CIRCLE EAST POMPANO BEACH, FL 33064

#### ARTICLE VI

The address of the registered office of this  
Corporation shall be and the principal office shall be  
the same:

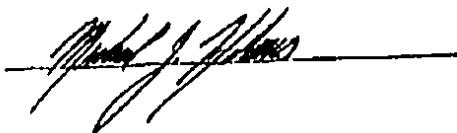
1919 DISCOVERY CIRCLE EAST POMPANO BEACH, FL 33064

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#### ARTICLE VII

The Corporation has designated as its Registered Agent,  
MICHAEL J. HOLMES who is a resident of the State of Florida,  
and whose business office is the same as that of the  
registered office.

IN WITNESS WHEREOF, I, the undersigned being the  
original subscriber to the capital stock hereinabove named,  
and for the purpose of forming a Corporation pursuant to the  
Corporation law of the State of Florida, make and file this  
Certificate, hereby declaring and certifying that the facts  
herein stated are true and agree to take the number of  
shares of stock hereinabove set forth, and accordingly  
have hereunto set my hand and seal this . 25th day of  
August , 1995 at Pompano Beach, Broward County, Florida.



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STATE OF FLORIDA      )  
                        ) ss.:  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally  
appeared MICHAEL J. HOLMES , to me well known and known to  
me to be the person described in and who executed the  
foregoing Certificate of Incorporation and acknowledged to  
and before me that he executed the same for the purposes  
therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and  
official seal at Pompano Beach, Broward County, Florida  
this 25th day of August , 1995.

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NOTARY PUBLIC

My commission Expires:

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 49.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

FIRST: That M.J. HOLMES DEVELOPING, INC., desiring  
to organize under the laws of the State of Florida with its  
principal offices as indicated in the Articles of  
Incorporation, in the City of POMPANO BEACH, County of  
Broward, State of Florida, has named MICHAEL J. HOLMES,  
located at , 1919 DISCOVERY CIRCLE EAST  
POMPANO BEACH, FL , as its agent  
to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of the  
above stated Corporation, at the place designated in this  
Certificate, I hereby accept to act in this capacity, and  
agree to comply with the provisions of said Act relative to  
keeping open said office.

  
RESIDENT AGENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION  
FOR  
REINSTATEMENT

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mosham  
Secretary of State  
Division of Corporations

DOCUMENT # P95000066978

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**REINSTATEMENT** C16

Principal Place of Business  
1919 DISCOVERY CIRCLE EAST  
POMPANO BEACH FL 33064

Mailing Address  
1919 DISCOVERY CIRCLE EAST  
POMPANO BEACH FL 33064

If above addresses are incorrect in any way, file through incorrect information and enter correction below.  
2. New Principal Office Address, If Applicable

Suite, Apt. #, etc.

City & State  
Zip  
Deerfield Beach, FL  
33442

Suite, Apt. #, etc.

City & State  
Zip  
Deerfield Beach, FL  
33442

3. Names and Street Addresses of Each Officer and/or Director. (Florida nonprofit corporations must list at least 3 directors)

Officer	Name of Officers and/or Directors
D/P/S	HOLMES, MICHAEL J

Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)
1919 DISCOVERY CIRCLE EAST

08/30/1995

4. Date Incorporated or Qualified  
To Do Business in Florida

5. EIN Number

65 06142447

Applied For  
Not Applicable

\$8.75 Additional Fee required  
for a Certificate of Status

6. CERTIFICATE OF STATUS DESIRED [ ]

City / State / Zip

POMPANO BEACH FL 33064

000001338710--8  
-10/29/96--01030--006  
\*\*\*375.00 \*\*\*375.00

8. Name and Address of Current Registered Agent

HOLMES, MICHAEL J  
1919 DISCOVERY CIRCLE EAST  
POMPANO BEACH FL 33064

9. Name and Address of New Registered Agent

Name		
Street Address (P.O. Box Number is Not Acceptable)		
Suite, Apt. #, Etc		
City	State	Zip Code
FL		

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of  
Registered Agent

REGISTERED AGENT MUST SIGN

Date 9/30/96

11. Does this corporation pay any intangible tax to the  
Dept. of Revenue under S. 199.032, Florida Statutes. Yes  No

(See other side for information  
on intangible tax.)

I, Michael J. Holmes, an officer or director of the foregoing or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S., further certify that when filing this re-instatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.011, F.S., that all fees paid by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(f), F.S. The information indicated on this application is true and accurate, and my signature to all have the same legal effect as if made under oath.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

9/30/96  
Date

(954)481-3757  
Daytime Phone #