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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

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ARTICLES OF INCORPORATION

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ELITE IMAGES, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is ELITE IMAGES, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 929 N.E 125th Street, Miami, Florida 33161.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit

STANLEY B. LEWIS
ATTORNEY AT LAW
6255 N.W. 7th Avenue
Miami, FL 33150
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to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 929 N.E. 125th Street, North Miami, Florida 33161 and BALDWIN R. ENGLISH II is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the ByLaws.

The initial Board of Directors of the Corporation shall be comprised of:

ROGER P. ENGLISH
981 N.E. 159 Street
Miami, FL 33162

BALDWIN R. ENGLISH II
930 N.W. 214 Street
Miami, FL 33169

SAMUEL E. MARSHALL
17901 N.W. 68th Avenue, R-203
Miami Lakes, FL 33015

MARCUS A. ARNEAUD
15026 S.W. 10th Street
Sunrise, FL 33326

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter prescribed by statute or set forth in the Corporation's ByLaws, so

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long as same does not conflict with the Florida Statutes.

ARTICLE XI INCORPORATORS

The incorporators of the Corporation are as follows:

ROGER P. ENGLISH
981 N.E. 159 Street
Miami, FL 33162

BALDWIN R. ENGLISH II
930 N.W. 214 Street
Miami, FL 33169

SAMUEL E. MARSHALL
17901 N.W. 68th Avenue, R-203
Miami Lakes, FL 33015

IN WITNESS WHEREOF, We, ROGER P. ENGLISH, BALDWIN R. ENGLISH II, and SAMUEL E. MARSHALL, the undersigned incorporator, have signed these Articles of Incorporation on this 23rd day of February, 1996 and acknowledged the same to be our act.

Roger P. English
ROGER P. ENGLISH

B. English II
BALDWIN R. ENGLISH II

Samuel E. Marshall
SAMUEL E. MARSHALL

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 23rd day of February, 1996 by ROGER P. ENGLISH, BALDWIN R. ENGLISH II, and SAMUEL E. MARSHALL, all of whom personally appeared before me at the time of notarization, and all of whom are personally known by me or all of whom have provided Florida Driver's License respectively as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE

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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**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That ELITE IMAGES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of North Miami, County of Dade, State of Florida, has named BALDWIN R. ENGLISH II located at 929 N.E. 125th Street in the City of North Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

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 agree 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.

BY: B. R. English II
BALDWIN R. ENGLISH

DATE: February 23, 1996

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TALLAHASSEE, FLORIDA

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