

03/05/1996

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FLORIDA DIVISION OF CORPORATIONS

PAGE 11

9:00 AM

FLORIDA DIVISION OF CORPORATIONS

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FROM: HELLER & BARNETT CORPORATE

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

1214 N UNIVERSITY DR

PLANTATION FL 33322-

FAX: (904) 922-4000

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OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: PHOTO NETWORK, INC.

FAX AUDIT NUMBER: H96000003070

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/05/1996

TIME REQUESTED: 09:43:10

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER:

074525001567

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
Photo Network, Inc.
a Florida corporation

FILED
96 MAR -5 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Photo Network, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

Photo Network, Inc.

ARTICLE II. ADDRESS

The corporation's mailing address is:

1674 Menden Ave Suite 106
Miami Beach, Florida 33139

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective March 5th, 1996.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

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ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is One S.E. 3rd Avenue Suite 1240 Miami, Florida 33139 and the name of the corporation's initial registered agent at that address is Julie W. Allison.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than 1 director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name(s) of the initial director(s):

Name

Karl A. Wendler
Irma Wendler

Photo Network, Inc.
1674 Menden Ave Suite 106
Miami Beach, Florida, 33139

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Heller & Barnett Corporate Services
1214 N. University Drive
Plantation, Florida 33322

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

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ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 5th day of March, 1996

Heller & Barnett Corporate Services:

By: _____



Michael S. Heller President

H96000003070

**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 Chapter 48.091, Florida Statutes, the following is submitted:

That Photo Network, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at One S.E. 3rd Avenue Suite 1240 Miami, Florida 33139, has named Julie W. Allison, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Julie W. Allison

One S.E. 3rd Avenue Suite 1240 Miami, Florida 33139



Julie W. Allison

Michael S. Heller Attorney in Fact

Date: March, 5th 1996

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96 MAR -5 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA