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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATION

DEPARTMENT OF STATE 1495 N. FLAGLER ST.

TALLAHASSEE, FL 32301 SUITE 100 MIAMI, FL 33135 301-

FAX (904) 222-4000 CONTACT: STONMONT PHONE: (305) 541-3804 FAX: (305) 541-3770

((H96000003889)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: NORTH AMERICAN CAMERA DISTRIBUTOR, INC.

FAX AUDIT NUMBER: H96000003889

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/18/1996

TIME REQUESTED: 15:40:31

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TALLAHASSEE, FLORIDA

3/19

80-317-61236

Carl Schmitt  
FL Bar #171340  
1606 KENNEDY CWAY,  
N. BAY VILLAGE, FL 33141  
868.4711 (505)

ARTICLES OF INCORPORATION  
OF

NORTH AMERICAN CAMERA DISTRIBUTORS, INC.

FILED  
96 MAR 19 PM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The name of this Corporation is NORTH AMERICAN CAMERA  
DISTRIBUTORS, INC.

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and  
the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
100	\$5.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new  
stock of this Corporation of the same kind, class or series as that  
which he already holds, shall have the right to purchase his  
prorata share thereof (as nearly as may be done without issuance of  
fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of  
this Corporation is 3550 BISCAYNE BOULEVARD, SUITE 705, MIAMI,  
FLORIDA 33137, and the name of the initial registered agent of this  
Corporation is KENNETH GROSSFELD.

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**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

**NAME****ADDRESS****KENNETH GROSSFELD****3550 BISCAYNE BOULEVARD  
SUITE 705  
MIAMI, FLORIDA 33137****MARIE GROSSFELD****3550 BISCAYNE BOULEVARD  
SUITE 705  
MIAMI, FLORIDA 33137****ARTICLE VII - INCORPORATOR**

The names and addresses of the persons signing these Articles are:

**NAME****ADDRESS****KENNETH GROSSFELD****3550 BISCAYNE BOULEVARD  
SUITE 705  
MIAMI, FLORIDA 33137****MARIE GROSSFELD****3550 BISCAYNE BOULEVARD  
SUITE 705  
MIAMI, FLORIDA 33137****ARTICLE VIII - BY-LAWS**

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors of the Shareholders.

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**ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the fullest extent permitted by law.

**ARTICLE X - AMENDMENT**

This Corporation reserves the right to amend, or repeal, any provisions contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber(s) has/have executed these Articles of Incorporation this 1<sup>st</sup> day of March, 1996.

  
SUBSCRIBER, KENNETH GROSSFELD

  
SUBSCRIBER, MARIE GROSSFELD

H 96000003889

Carl Schmitt  
FL Bar # 171340

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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 48.091, Florida Statutes, the following submitted, in compliance with said Act:

That NORTH AMERICAN CAMERA DISTRIBUTORS, INC., desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the Articles of Incorporation, at the City of MIAMI, County of DADE, State of FLORIDA, has named KENNETH GROSSFELD located at 3550 BISCAYNE BOULEVARD, SUITE 705, MIAMI, FLORIDA 33137, County of DADE, State of FLORIDA, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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

By: 

KENNETH GROSSFELD

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 MAR 19 AM 9:43

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FRANK, SCHMITT & FRANK, P.A.

ROBERT H. FRANK  
CARL A. SCHMITT  
MICHAEL A. FRANK  
OF COUNSEL  
PATRICIA STEINER

705 CAPITAL BANK BUILDING  
1000 KENNEDY CAUSEWAY  
NORTH BAY VILLAGE, FLORIDA  
33141-4100  
TELEPHONE 305-868-4711  
TELEFAX 305-868-3021

May 13, 1996

Reply Reference  
Our No. 7.8329(136)

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

700001823317  
-05/15/96--01121--018  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Amendment to Articles of Incorporation -  
North American Camera Distributors, Inc.

Gentlemen:

We enclose completed Articles of Amendment for North American Camera Distributors, Inc., together with check for sum of \$43.75 from the said corporation, to cover cost of effecting the amendment and the issuance of a Certificate of Status.

Thanking you for your early attention.

Sincerely,

CARL A. SCHMITT

CAS/hp  
Enclosures

*Amend*  
*NFS*  
5-21-96

FILED  
96 MAY 15 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED

96 MAY 15 PM 1:14

NORTH AMERICAN CAMERA DISTRIBUTORS, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE VI (Delete as a Director)

Marie Grossfeld      -      3550 Biscayne Boulevard  
Suite 705  
Miami, Florida 33137

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: MARCH 30, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

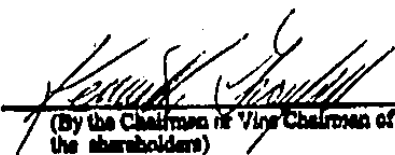
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 30 day of MARCH, 19 96

Signature



(President)

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Kenneth Grossfeld

Typed or printed name

President

Title