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THOMSON MURARO

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: THOMSON MURARO RAZOOK & HUNT, P.A.

DEPARTMENT OF STATE

ONE SE THIRD AVE

STATE OF FLORIDA

17TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

TALLAHASSEE, FL 32399

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((H96000004204))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.

NAME: XING-XANG PHOTOS, INC.

FAX AUDIT NUMBER: H96000004204

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/22/1996

TIME REQUESTED: 15:55:48

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*10 COPY*

*Gene Wakefield*  
*3 Pgs*

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**ARTICLES OF INCORPORATION  
OF  
XING-XANG PHOTOS, INC.**

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**ARTICLE I - NAME**

The name of this Corporation is Xing-Xang Photos, Inc..

**ARTICLE II - ADDRESS**

The initial street address of the principal office and the mailing address of the Corporation shall be 9900 North Kendall Drive, Suite K-412, Miami, Florida 33176.

**ARTICLE III - DURATION**

The Corporation shall have perpetual existence.

**ARTICLE IV - PURPOSE**

The purpose of the Corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares which 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 initial registered office of the Corporation shall be One S.E. Third Avenue, Suite 1700, Miami, Florida 33131, and the initial registered agent of the Corporation at such office shall be Gene Wakefield, who upon accepting this designation agrees to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, with respect to maintaining a registered agent and a registered office for service of process.

Gene Wakefield  
9900 North Kendall Drive  
Suite K-412  
Miami, Florida 33176

Fax Audit No: H96000004204

Tax Audit No.: 11960000011204ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no case shall the number of directors be less than one. The name and address of the director constituting the Initial Board of Directors is:

NameAddress

Gene Wakefield

9900 North Kendall Drive, Suite K-412, Miami, FL 33176

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

NameAddress

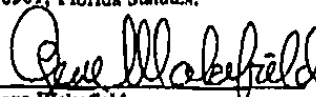
Gene Wakefield

9900 North Kendall Drive, Suite K-412, Miami, Florida 33176

  
Gene Wakefield

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been appointed as registered agent to accept service of process for \*1, hereby agrees to act in that capacity and further states that he is familiar with and accepts the obligations, and agree to comply with the provisions, of Sections 48.091 and 607.0501, Florida Statutes.

  
Gene Wakefield

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