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EMPIRE CORPORATE KIT

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FLORIDA DIVISION OF CORPORATIONS

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DEPARTMENT OF TREASURY

100 W. FLORIDA ST.

STATE OF FLORIDA

SUITE 200

100 EAST GATEWAY STREET

MAY FL 32508-

TALLAHASSEE, FL 32303

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ADVANCED PHOTO, INC.

FAX AUDIT NUMBER: H96000006959

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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Carl Schmitt
FL Bar # 171340

CARL A. SCHMITT
705 Capital Bank Bldg.
1666 Kennedy Cwy.
N. Bay Village, Fl. 33141
(305) 868-4711

**ARTICLES OF INCORPORATION
OF**

ADVANCED PHOTO, INC.

ARTICLE I - NAME

The name of this Corporation is **ADVANCED PHOTO, 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 3850 BISCAYNE BOULEVARD, SUITE 708, MIAMI, FLORIDA 33137, and the name of the initial registered agent of this Corporation is **KENNETH CROSSFIELD**.

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TALLAHASSEE, FLORIDA

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) 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 CROSSFELD****3880 BISCAYNE BOULEVARD
SUITE 708
MIAMI, FLORIDA 33137****ARTICLE VII - INCORPORATION**

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

NAME**ADDRESS****KENNETH CROSSFELD****3880 BISCAYNE BOULEVARD
SUITE 708
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.

ARTICLE IX - INDEMNIFICATION

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

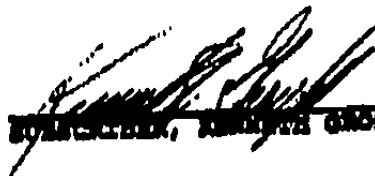
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ARTICLE X - AMENDMENT

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 14 day of May, 1936.


KENNETH GROSZFELD

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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 ADVANCED PHOTO, 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 3880 BISCAYNE BOULEVARD, SUITE 705, MIAMI, FLORIDA 33137, City of MIAMI, 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

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