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FLORIDA DIVISION OF CORPORATIONS

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FLORIDA PROFIT CORPORATION OR P.A.

NAME: RONALD CANTOR OUTDOOR PHOTOGRAPHY, INC.

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ARTICLES OF INCORPORATION
OF

RONALD CANTOR OUTDOOR PHOTOGRAPHY, INC.

The undersigned incorporator for the purpose of forming a corporation, pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be:

RONALD CANTOR OUTDOOR PHOTOGRAPHY, INC.

ARTICLE II - INCORPORATION

This corporation shall be in existence as of the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The mailing address of the Corporation shall be:

20000 N.W. 21 COURT RD. MIAMI BEACH, FL 33179

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 7,500.00 shares with a par value of one and 10/100 dollars (\$0.10), all of which are of the same class and series.

ARTICLE V - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights such that every shareholder of this Corporation, upon the sale for cash or otherwise of any new stock of this Corporation, or of any stock of this Corporation held by it in its treasury or otherwise, of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by:
Sheryl A. Cantor, Esquire
470 Annin Blvd. Suite J
Hallandale, FL 33009
FL Bar # 379115

-1-

EMPIRE CORPORATE KIT

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:
10000 N.W. 21 STREET RD. MIAMI BEACH, FL 33179
and the initial registered agent of this Corporation at that address is:
RONALD GUYTON

ARTICLE VII - INCORPORATORS

The name and address of each incorporator to these Articles is:
RONALD GUYTON
10000 N.W. 21 STREET
RD. MIAMI BEACH, FL 33179

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) Director initially. The number of Directors may be increased or diminished, from time to time, pursuant to By-laws but shall never be less than one (1).

The names and addresses of the initial Director of this Corporation are:
RONALD GUYTON
10000 N.W. 21 STREET
RD. MIAMI BEACH, FL 33179

ARTICLE IX - MANAGEMENT

The Corporation shall be managed by a Board of Directors, unless the Shareholders shall, by a majority vote hereafter, determine that the Corporation shall be managed by the Shareholders.

ARTICLE X - AMENDMENTS

These Articles may be amended, provided every amendment is approved by a majority of the Board of Directors and Shareholders.

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ARTICLE XI - INDEMNIFICATION

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The Corporation shall indemnify any and all persons who may serve or have served at any time as Directors or Officers, or who, at the request of the Board of Directors or Shareholders of the Corporation, may serve as directors or officers of another corporation in which the Corporation at such time may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties or a party, or which may be asserted against them, or any of them, by reason of being or having been Directors or Officers of the Corporation, or of such other corporation, except to the extent prohibited under Florida law and except in relation to matters as to which any such Director or Officer shall be adjudged in any action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of a duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, By-law, agreement, vote of Shareholders, or otherwise.

The private property of the Shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The Corporation shall have a first lien on the shares of its Shareholders, and upon dividends due them for any indebtedness to the Corporation of such Shareholders of the Corporation.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of JUNE 1996.



John J. B. [illegible], Incorporator

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STATE OF FLORIDA

COUNTY OF Dade

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, EMMA GARDEN, who has provided as identification, or is personally known to me to be the person who, as incorporator, executed the foregoing Articles of Incorporation of EMMA GARDEN CANNON CANNON PHOTOGRAPHY, INC. and who acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 1 day of June, 1996.



MY COMMISSION EXPIRES:

6/14/98

Any Hill
6/14/96

HAVING BEEN DULY SOBERED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF MY DUTIES AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0305, FLORIDA STATUTES.

Dated this 1 day of JUNE, 1996.

[Signature]
EMMA GARDEN

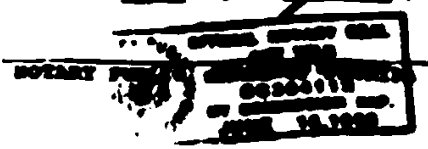
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CLERK OF DISTRICT COURT
STATE OF FLORIDA

STATE OF FLORIDA

COUNTY OF Dade

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, EMMA GARDEN, who has provided as identification, or is personally known to me to be the person who, as Registered Agent, executed the foregoing Acceptance of Registered Agent of EMMA GARDEN CANNON CANNON PHOTOGRAPHY, INC. and who acknowledged before me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 1 day of June, 1996.



MY COMMISSION EXPIRES:

6/14/98

Any Hill
6/14/96

CORAL REEF

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