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NAME: BEST PHOTO U.S.A., INC.

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ARTICLES OF INCORPORATION

OF

BEST PHOTO U.S.A., INC.

The undersigned subscribed to these Articles of Incorporation, is a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida providing for the formation of a corporation for profit with the powers, rights, privileges and immunities hereinafter mentioned, and they hereby make, subscribe and acknowledge and file with the Secretary of the State of the State of Florida this Certificate of Incorporation; and to that end they do, by this Certificate, set forth the following Articles of Incorporation.

ARTICLE I

The name of this Corporation shall be:

BEST PHOTO U.S.A., INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporation under the Statutes of the State of Florida, and to do any and all the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, it wit:

- a. The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.
- b. Retail consumer service film development, photo studio, and sales of cameras, film, photo albums, picture frames and related items. To manufacture, make, produce, develop, purchase, sell, distribute, import, export, grant, lease, repair, operate, and generally deal in goods, wares, and merchandise, of every kind and nature, including without limitation, any and all motion picture

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projection machines, with or without sound apparatus, motion picture cameras, still cameras, lenses, projection machine parts, magazines, lantern slides, films, photographic papers, appliances, accessories and any and all other apparatus, parts, and devices of every kind and nature in connection with photographic and cinematographic films, still and motion pictures, and their exhibition.

c. To carry on any or more of the purposes and objects hereunder enumerated as principal, factor, agent, contractor, or otherwise, whether alone or through or in conjunction with any person, partnership, association or corporation.

d. To carry on its operation and conduct business in any State, in the District of Columbia, and in any territory, dependency or possession of the United States, and in any foreign country.

e. To such extent as a corporation organized under the laws of the State of Florida may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporation, firms or individuals, all and everything necessary, suitable, convenience, or proper for, or in connection with, or incidental to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this Corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws of the State of Florida or under any act amendatory thereof, supplemental thereto, or substituted therefor.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and the matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise

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limited to reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes meaning of general terms or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the laws of the State of Florida to a corporation organized thereunder, and all the powers conferred by all acts heretofore or hereafter amendatory of supplement to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights, or privileges granted or conferred by the statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any powers, or to do act which a corporation formed under that statute may not at the time lawfully carry on or do.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one hundred (100) shares of stock of \$10.00 per value each.

ARTICLE IV

The amount of capital with which this Corporation will begin business shall be no less than \$1,000.00, represented by One Hundred (100) shares of stock of Ten (\$10.00) Dollars each.

ARTICLE V

The initial post-office address of the principal office of this Corporation in the state of Florida shall be the County of Dade, at 500 West 49 St., Hialeah, FL 33012. The Board of Directors, may from time to time, move the principal office to any other address in the State of

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Florida

ARTICLE VI

This Corporation is to exist perpetually.

ARTICLE VII

The Registered Agent for this corporation shall be: Medardo Martinez, and the
Registered Address shall be: 500 West 49 St., Hialeah, FL 33012.

ARTICLE VIII

This corporation shall have no less than One (1) Directors initially. The number of Directors may be increased or diminished, from time to time, By-Laws adopted by the Stockholders but shall never be less than One (1).

ARTICLE IX

The names and post-office addresses of the members of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, By-Laws of the Corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

Medardo Martinez
500 W 49 Street
Hialeah, FL 33012

ARTICLE X

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The names and post office addresses of the first Officers of the Corporation, who, subject to the provisions of these Articles of Incorporation, By-Laws of the Corporation, and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified are as follows:

Medardo Martinez - President/Secretary/Treasurer
500 W 49 Street
Hialeah, FL 33012

ARTICLE XI

The name and post-office address of each subscriber to these Articles of Incorporation, the number of shares of stock each one agrees to take and the value of the consideration thereof are:

Medardo Martinez - 100 shares of stock
500 W 49 Street
Hialeah, FL 33012

ARTICLE XII

Both Stockholders and Directors shall have the powers to hold their meetings and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation at such offices as the Stockholders and Directors shall determine, subject to the provisions of the Florida Statutes.

ARTICLE XIII

All rights conferred to stockholders herein are granted subject to the right the Corporation reserves to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner explained in Article XIV of this Certificate.

ARTICLE IV

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the Stock holders and approved at a Stockholder's Meeting by a majority of the stock entitled to vote, thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention

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that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we being all of the original subscribers and incorporators of this Corporation for the purposes of forming a Corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida, and accordingly set our hands and seals this 14th day of June, 1996.

Medardo Martinez
MEDARDO MARTINEZ

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the above-mentioned State and County to take acknowledgements, personally appeared, MEDARDO MARTINEZ, who produced as identification (NA) to me well known to be the person described in and who executed these foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the City of Miami, County of Dade, State of Florida this 14th of June, 1996.

My commission expires:

[Signature]
NOTARY PUBLIC, State of Florida



NELDA O'CONNOR
My Commission 00000000
Expires Mar 12, 2000

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

BEST PHOTO U.S.A., INC.

2. The name and address of the registered agent and office is:

Medardo Martinez
500 W 49 Street
Hialeah, FL 33012

Medardo Martinez
MEDARDO MARTINEZ

Title: President

Date: 6/14/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY, I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Medardo Martinez
MEDARDO MARTINEZ

Date: 6/14/96

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