

P96000073756

Morrison, Morrison & Mills, P.A.

THOMAS K. MORRISON
SUSAN B. MORRISON*
FREDERICK J. MILLS
THACEY K. JAEBSCH
JAMES E. HOLMES, JR.

ATTORNEYS AT LAW
1200 WEST PLATT STREET
SUITE 100
TAMPA, FLORIDA 33606

SEP-3 1996

TALLAHASSEE, FLORIDA

TELEPHONE (813) 250-3311
FAX COPIER (813) 250-3200
ADMITTED IN FLORIDA AND NEW YORK

August 30, 1996

- Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Minardi Photography, Inc.
Touch Color Industries, Inc.

400001939114
-09/04/96--01176--010
*****70.00 *****70.00

Gentlemen:

I have enclosed for filing with your office the Articles of Incorporation, with Acceptance of Registered Agent attached, for the above-referenced corporation. Also enclosed are two checks for the following:

Filing Fee for Minardi Photography, Inc.	\$ 70.00
Filing Fee for Touch Color Industries, Inc.	<u>\$ 70.00</u>
Total	\$140.00

Please return certified copy of the filed documents to me at your earliest convenience.

If you have any questions or if you require additional information, please do not hesitate to contact me.

Very truly yours,

Ziona Kopelovich
Ziona Kopelovich

ZK/ric
enclosure(s)

ZK
9/1/96

**ARTICLES OF INCORPORATION
OF
MINARDI PHOTOGRAPHY, INC.**

FILED
93 SEP -3 PM 3:10
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MINARDI PHOTOGRAPHY, INC..

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of filing these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (\$1,000) shares of \$1.00 par value common stock. There shall be no separate classes or series of stock of the corporation.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the issuance 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 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.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation, is 1200 West Platt Street, Suite 100, Tampa, Florida 33606, and the initial registered agent of the corporation at the address is Thomas K. Morrison, Esquire.

ARTICLE VII - PRINCIPAL CORPORATE OFFICE

The street address of the initial principal office of the corporation in Florida is 3959 Van Dyke Road, Suite 210, Lutz, Florida 33549.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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 (1) nor more than seven (7). The name and address of the initial director of this corporation are:

Michael Minardi
3959 Van Dyke Road
Suite 210
Lutz, Florida 33549

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Thomas K. Morrison
1200 West Platt Street
Suite 100
Tampa, Florida 33606


ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in, or to add provisions to these Articles of Incorporation, or any amendment thereto, in the manner provided and allowed by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30 day of August, 1996.



Thomas K. Morrison, Esquire

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30 day of August, 1996, by Thomas K. Morrison, who is personally known to me and did take an oath.




Print Name: Rosa I. Cruz
Notary Public, State of Florida
My commission no. is:
My commission expires:

ACCEPTANCE OF REGISTERED AGENT

FOR

96 SEP -3 PM 3:18

MINARDI PHOTOGRAPHY, INC. TALLAHASSEE, FLORIDA

Having been named in the Articles of Incorporation of

MINARDI PHOTOGRAPHY, INC.

as Registered Agent to accept service of process for the corporation at its registered office at 1200 West Platt Street, Suite 100, Tampa, Florida 33606, the undersigned does hereby agree to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties, including those duties and obligations specified in Chapter 607, Florida Statutes.

Dated this 30 day of August, 1996.

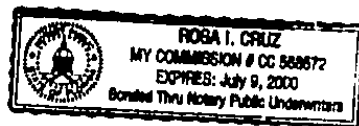


Thomas K. Morrison, Registered Agent

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30 day of August, 1996, by Thomas K. Morrison, who is personally known to me and did take an oath.



Print Name: Rosa I. Cruz

Notary Public, State of Florida

My commission no. is:

My commission expires: