

**P96000081465**

IN OFFICES  
*Stephen N. Rosenthal*

12000 BISCAYNE BOULEVARD

SUITE 505

*North Miami, Florida 33181*

SATELITE OFFICE

25 WEST FLAGLER STREET  
SUITE 1040  
MIAMI, FLORIDA 33130

TELEPHONE (305) 899-9520  
"FAX" (305) 899-9213

February 13, 1998

600002437486--4  
-02/23/98--01048--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

Re: Amendment to Articles of Incorporation of  
G & A Professional Photo Lab, Inc.

To Whom It May Concern:

This will serve to advise your department that the undersigned attorney represents G & A Professional Photo Lab, Inc.

Pursuant to same, I am herewith enclosing an original and copy of my client's Amendment to Articles of Incorporation along with my check in the sum of \$35.00 to cover your filing fee.

Accordingly, I would appreciate your filing the enclosed Amendment to Articles of Incorporation and thereafter providing my office with confirmation of same.

Thank you for your courtesy and consideration.

Very truly yours,

  
STEPHEN N. ROSENTHAL

SNR:laa  
Encl.

FILED  
98 APR 27 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AM  
KRA  
4/28

LAW OFFICES

*Stephen N. Rosenthal*

12000 BISCAYNE BOULEVARD

SUITE 505

*North Miami, Florida 33181*

SATELITE OFFICE

25 WEST FLAGLER STREET  
SUITE 1040  
MIAMI, FLORIDA 33130

TELEPHONE (305) 899-9520

"FAX" (305) 899-9213

April 22, 1998

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

Re: G & A Professional Photo Lab, Inc.  
Reference Number P96000081465

Dear Ms. Gibson:

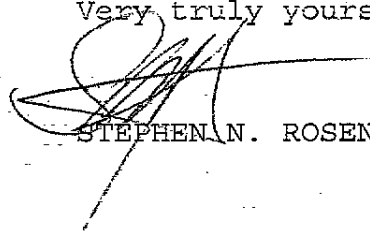
This will again serve to advise you that the undersigned attorney represents G & A Professional Photo Lab, Inc.

Pursuant to same, and in accordance with your letter dated February 23, 1998, a copy of which is enclosed herein, I am re-submitting an original and copy of my client's Amendment to Articles of Incorporation containing the information as requested in your correspondence.

Based upon the foregoing, I would at this time appreciate your filing the enclosed Articles of Amendment and thereafter returning proof of same directly to my office.

Thank you for your courtesy and consideration.

Very truly yours,



STEPHEN N. ROSENTHAL

RECEIVED  
98 APR 23 AM 8:06  
DIVISION OF CORPORATIONS  
SNR:laa



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 23, 1998

STEPHEN N. ROSENTHAL ATTY.  
12000 BISCAYNE BLVD.  
SUITE 505  
NORTH MIAMI, FL 33181

SUBJECT: G & A PROFESSIONAL PHOTO LAB, INC.  
Ref. Number: P96000081465

We have received your document for G & A PROFESSIONAL PHOTO LAB, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 798A00010184

AMENDMENT TO  
ARTICLES OF INCORPORATION

OF

G & A PROFESSIONAL PHOTO LAB, INC.

FILED  
98 APR 27 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\*\*\*\*\*

THE UNDERSIGNED do hereby file this their amendment to Articles of Incorporation of G & A Professional Photo Lab, Inc., a corporation duly formed and existing in the State of Florida, the Articles of which were filed with the Secretary of State, Division of Corporations on October 2, 1996, and in support hereof do hereby file the following amendments to said Articles of Incorporation:

ARTICLE I - OFFICERS

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of the Articles of Incorporation as previously filed and in accordance with the By-Laws of the Corporation. The officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire choose to elect. The name and addresses of the officers who shall serve until otherwise replaced by the Board of Directors shall now be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Alfredo M. Sanchez	President, Vice President, Secretary and Treasurer	12460 N.E. 13 Pl. Miami, Fl. 33161

**ARTICLE II - BOARD OF DIRECTORS**

That the Board of Directors of this Corporation shall consist of at least one (1), but not more than five (5) persons. Further, the Director of the Corporation shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Alfred M. Sanchez	12460 N.E. 13th Place No. Miami, Florida 33161

**ARTICLE III - SHAREHOLDERS**

That the shareholders of this Corporation shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
Alfredo M. Sanchez	12460 N.E. 13 Pl. No. Miami, Fl. 33161	100	\$1,000.00

**ARTICLE IV - REGISTERED AGENT**

I hereby certify that I have accepted the designation as Registered Agent of G & A Professional Photo Lab, Inc. and agree to serve as its Registered Agent, to accept service of process within the State at its registered office located at 12460 Northeast 13th Place, North Miami, Florida 33161.

**ARTICLE V - DATE OF ADOPTION**

That this Amendment has been adopted by all shareholders of G & A Professional Photo Lab, Inc. and consists of all voting groups and classes of said Corporation entitled to vote on this Amendment which consists of only one (1) class, and that the votes cast by the shareholders as set forth above are sufficient for approval by the voting group and/or class necessary in order to ratify and approve these Articles of Amendment which have also been approved by the Board of Directors of said Corporation. This amendment was adopted and approved as set forth above on January 28th 1998.

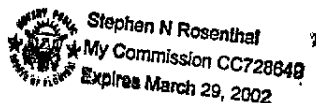
IN WITNESS WHEREOF, I have hereunto set m/ hand and seal at Dade County, Florida, this 29 day of Jan, 1998.

[Signature] (SEAL)

STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF                )

The foregoing instrument was acknowledged before me this 16 day of April, 1998, by Alfredo M. Sanchez, who is personally known to me or has produced license as identification and who did (did not) take an oath; by \_\_\_\_\_, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath; by \_\_\_\_\_, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath; by \_\_\_\_\_, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

[Signature]  
Notary Public, State of Florida at Large  
My Commission Expires:



**CERTIFICATE ACCEPTING DESIGNATION  
AS REGISTERED AGENT**

[Signature]  
Registered Agent  
ALFREDO M. SANCHEZ