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MIAMI, FLORIDA 33130

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96 SEP 30 AM 9:56

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TALLAHASSEE, FLORIDA

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OWEN S. FREED
SENIOR COUNSEL
STEPHEN A. DENNETT
OF COUNSEL

September 25, 1996

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

Certified No. Z 411 645 292
Return Receipt Requested

RE: PEAK PHOTO, INC.

300001960773
-10/01/96--01090--001
****122.50 ****122.50

To Whom It May Concern:

Enclosed for filing are two fully executed copies of Articles of Incorporation for the above-referenced corporation and a check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>

Total: \$122.50

Also enclosed is the name reservation letter and number corresponding to same. Please file one original and certify the copy. I have included a self-addressed stamped envelope for return of the certified copy.

Please contact the undersigned at (305) 789-3545, if you should need additional information. Thank you for your cooperation.

Very truly yours,

Marcia K. Cox

Marcia K. Cox
Legal Assistant for the Firm

/mkc
Enclosures
cc: Richard E. Schatz, Esq.
J:\MKC\SEC-STAT.ART

PA 10/31/96

MIAMI

FORT LAUDERDALE

TAMPA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 6, 1996

CSC NETWORKS

The name PEAK PHOTO, INC. has been reserved for 120 days beginning September 6, 1996. The reservation number is R96000004261 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 996A00041806

ARTICLES OF INCORPORATION
OF
PEAK PHOTO, INC.

FILED
96 SEP 30 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is PEAK PHOTO, INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is P.O. Box 191703, Miami Beach, Florida 33119.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Ian Scott	6925 S.W. 63rd Court Miami, Florida 33143

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of the Corporation is:

<u>Name</u>	<u>Address</u>
Ian Scott	6925 S.W. 63rd Court Miami, Florida 33143

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Ian Scott

Address

6925 S.W. 63rd Court
Miami, Florida 33143

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 17 day of September, 1996.



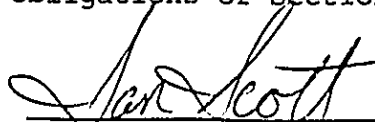
Ian Scott, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent
contained in the foregoing Articles of Incorporation and state that
I am familiar with and accept the obligations of Section 607.0501
of the Florida Statutes.



Ian Scott, Registered Agent

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56 SEP 30 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA