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HERBERT B. DELL, P.A.  
4801 SOUTH UNIVERSITY DRIVE, SUITE #111  
FORT LAUDERDALE, FLORIDA 33328

TELEPHONE: (305) 434-0605  
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September 27, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

900001961369  
-10/01/96--01133--023  
\*\*\*\*175.00 \*\*\*\*175.00

Re: XS PHOTO, INC.

Dear Sir:

Enclosed you will find Articles of Incorporation for XS PHOTO, INC. together with my check in the sum of \$175.00 for filing and a certified copy of the certificate of status. Please return the certified copy of the certificate of status to this office. Thank you for your prompt attention to this matter.

Sincerely yours,

*Herbert B. Dell*  
Herbert B. Dell, Esquire

Enclosure

HBD/jjs  
F:\CORPORAT\SECRET.ST

OCT 4 1996

BSB

35.00
35.00
61.25
131.25
243.75

FILED  
96 SEP 30 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
XS PHOTO, INC.

FILED

96 SEP 30 AM 9:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of the corporation is XS PHOTO, INC. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock \$1.00 par value.

ARTICLE IV - DURATION

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Herbert B. Dell, Esq.  
4801 S. University Drive  
Fort Lauderdale, Florida 33328

The Board of Director from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI - 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 by Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII - NAME AND ADDRESS OF INITIAL  
BOARD OF DIRECTOR

The name of the initial director of this Corporation and his\her street address is:

Catherine Arad Codero  
284 S. University Drive  
Plantation, Florida 33324

The person named as initial director shall hold office for the first year of existence of this Corporation or until his or her successor is elected or appointed, as provided in the Bylaws of the Corporation, and has qualified, whichever occurs first.

ARTICLE VIII - INCORPORATOR(S)

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

Catherine Arad Codero  
284 S. University Drive  
Fort Lauderdale, Florida 33324

ARTICLE IX - INITIAL CORPORATE OFFICE

The initial office address of the Corporation shall be:

XS PHOTO, INC.  
284 S. University Drive  
Ft. Lauderdale, Florida 33050

ARTICLE X - AMENDMENTS TO ARTICLES OF INCORPORATION

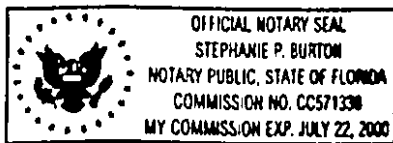
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, have executed the foregoing Articles of Incorporation on this 26<sup>th</sup> day of September, 1996.

  
Catherine Arad Codero, Incorporator

STATE OF FLORIDA )  
 ) S  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 26 day of September, 1996, by Catherine Arad Codero, who is known to me (or who has produced) FL DL # C636-120-66-562 (state type of identification) as identification) and who did (did not) take an oath.



[Signature]  
NOTARY PUBLIC,  
State of Florida At Large

My Commission Expires:

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for XS PHOTO, INC., at the place designated in the Articles of Incorporation, I, HERBERT B. DELL, Esq. agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 9/27/96

[Signature]  
Registered Agent

HBD/js  
F:\CORPORAT\ARTICLES.INC

FILED  
96 SEP 30 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA  
OFFICE OF THE COMPTROLLER  
APPLICATION FOR REFUND**

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section \_\_\_\_\_, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: \_\_\_\_\_ EIN or SS#: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Amount: \_\_\_\_\_ Date Paid \_\_\_\_\_

Reason for claim: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Certified true and correct this \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_\_.

Signature \_\_\_\_\_

\* Must be completed if authority is other than Section 215.26, Florida Statutes.

<b>For Agency Use Only</b>	
Agency recommends approval of above claim and submits the following information to substantiate the claim: Amount of recommended refund \$ _____	
The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on State Treasurer's Receipt No. _____ dated _____	
Name of Account _____	
45202130001453009000000010000	
Statutory Authority for Collection: _____	
It is requested that payment be made from the following account:	
NAME OF ACCOUNT: _____	
452021300014530000000022002000	
Certified true and correct this _____ day of _____, 19 _____.	
Department of State, Division of Corporations (Agency)	(Authorized Signature and Title)