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SALVY PHOTO TALENT, CORP.
1550 W 84 ST. #18
HIALEAH FL. 33014
(305) 828-4330

SEPTEMBER 30, 1996

DIVISION OF CORP.
P.O. BOX 6327
TALLAHASSEE FL. 32314

400001968084
-10/08/96--01124--021
*****70.00 *****70.00

REF: SALVY PHOTO TALENT, CORP.

PLEASE FIND ENCLOSE A CK #701 FOR A NEW CORPORATION
SALVY PHOTO TALENT, CORP. BY MISTAKE THE FILING PAPERS FOR THE
NEW CORPORATION WERE SENT WITHOUT THE CHECK.

RESPECTFULLY YOURS,

SALVADOR J. RODRIGUEZ
PRESIDENT

FILED
95 OCT -2 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 4 1996. BSB

W96-20600

ARTICLES OF INCORPORATION
OF
SALVY PHOTO TALENT, CORP

FILED
95 OCT -2 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the laws of said state, providing for the informatic liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME, ADDRESS AND AGENT

The name of this corporation shall be:

SALVY PHOTO TALENT, CORP.

(hereinafter referred to as the corporation.) Its Registered Office shall be

located at SALVY PHOTO TALENT, CORP.

1550 W 84th ST. #18

HIALEAH FL. 33014

in the County of Dade. Its Registered Agent

shall be SALVADOR J. RODRIGUEZ

, located at ----

1550 W 84th ST. #18 HIALEAH FL. 33014

County of Dade, -

State of Florida. -

ARTICLE II

NATURE OF BUSINESS

Section I. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. To carry on business in the United States or any foreign - - country or countries, to buy, sell, import, export, lease, sub-lease, hold procure, transport, manufacture, acquire and deal generally, both whole-sale and retail, in goods and services of all types, both as principal and agent, in any part of the world.

b. To enter into, make, perform and carry out contracts of - -

every kind and for any lawful purpose with any person, firm, association and/or corporation.

c. To exchange in the currency of foreign countries and the - - currency of the United States.

d. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company, and to - - secure the same by mortgage pledge, deed or trust, or otherwise.

e. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and - obligations of the company and other companies.

f. To do all of such acts or things as they are incident or - - - conducive to the premises, and to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or - expedient for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made a part thereof by reference.

h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and - exercise all the powers conferred by the laws of the State of Florida upon corporations of this character.

GENERAL PHOTO & VIDEO PRODUCTIONS, PHOTO TALENS,
PROMOTIONS.

ARTICLE I I I

CAPITAL STOCK

The capital stock of the corporation shall consist of:

a FIFTY (50) shares of no par value. - For
incorporation purposes, each share will have a nominal value set at. - -

TEN DOLLARS

(\$ 10.00).

per share as consideration.

b. Said shares of common stock to have no par value. All shares to be issued fully paid and non - assessable. The capital stock of this -- Corporation may be paid in lawful money of the United States or in property labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in the control of the management of the corporation.

d. The holders of these shares of common stock are to have preemptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a shareholder's meeting, the shareholder may vote his share or shares by proxy, one -- share representing one vote.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the corporation shall begin -- business shall be not less than \$500.00
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ARTICLE V

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than 1
(1) persons.

ARTICLE VII

INITIAL DIRECTORS AND OFFICERS

The names and addresses of the first Board of Directors who, -

subject to the provisions of these Articles of Incorporation, the By-Laws and the Act of the Legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's - - existence, or until their successors are elected and shall have qualified, are the following:

<u>Title:</u>	<u>Name:</u>	<u>Address:</u>
PRESIDENT	SALVADOR J. RODRIGUEZ	241 Flagami blvd. miami 33144
VICE PRESIDENT	ARMANDO A. PEREZ	14640 HARRIS PL. HIALEAH FL 33014

ARTICLE VIII

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take are as follows:

<u>NAME & TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
SALVADOR J. RODRIGUEZ/PRESIDENT & SECRET		75%
ARMANDO A. PEREZ/VICE PRES & TREAS		25%

ARTICLE IX

BY-LAWS

The regulation of the business and the conduct of the affairs - of the corporation and the provision creating and limiting the powers - - of the corporation, the directors and the stockholders, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may, - from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have made and signed these Articles of Incorporation at .

for the uses and purposes aforesaid.

Witnesses

Dade County, Florida,

SALVADOR J. RODRIGUEZ

SECRETARY - AND President

ARMANDO A. PEREZ

VICE-PRES - AND Tres.

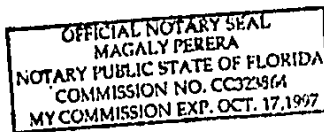
MAGALY PERERA
NOTARY PUBLIC
OFFICIAL NOTARY SEAL
MAGALY PERERA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC323864

I HEREBY CERTIFY that on this 24 th day of SEPT., 1996
before me personally appeared SALVADOR J. RODRIGUEZ
and ARMANDO A. PEREZ Vice, President
President and Secretary-Treasur
respectively, to me well known to be the persons described as subscribe
in and who executed the foregoing ARTICLES OF INCORPORATION and
acknowledged before me that they subscribed to those Articles of Incorp-
oration.

IN WITNESS WHEREOF, I have hereunto set my official seal
and hand at HALEAH, Dade County, this SEPT 24 of 1996
_____ A. D.

My Commission expires:

Magaly Perera
Notary Public, State of Florida.
MAGALY PERERA



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING -
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.09, Florida Statutes, the following is
submitted, in compliance with said Act.

First: That SALVY PHOTO TALENT, CORP.

desiring to organize under the Laws of the State of FLORIDA, with
its principal office, as indicated in the articles of Incorporation at

1550 W. 84th ST. #18 HIALEAH FL. 33014

County of DADE State of Florida, -Has named:

SALVADOR J. RODRIGUEZ

located at 1550 W. 84th ST. #18 HIALEAH FL 33014

(Street address and number of Building)

City of HIALEAH County of DADE

State of FLORIDA, as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT. - Must be signed by designated agent. -

Having been named to accept service of process for the above -
stated Corporation, at place designated in this certificate, I hereby
accept to act in this capacity and agree to comply with the provision
of said Act relative to keeping open said office.

By: 
SALVADOR J. RODRIGUEZ

FILED
96 OCT -2 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA