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12/04/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: MICHELSON & ZIPPIN, P.A.
CONTACT: ROBERT S ZIPPIN
PHONE: (305)720-1700

ACCT#: 072366001153

FAX #: (305)720-1781

NAME: CUSTOM PHOTO, INC.

AUDIT NUMBER.....H96000017023

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION
OF
CUSTOM PHOTO, INC.

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CLERK OF DISTRICT COURT
TAMPA, FLORIDA

ARTICLE I

The name of the corporation is CUSTOM PHOTO, INC.

ARTICLE II

This corporation shall have perpetual existence commencing upon the execution hereof.

ARTICLE III

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

ARTICLE IV

The corporation is authorized to issue 7,500 shares of one dollar (\$1.00) par value stock.

ARTICLE V

Every shareholder, upon the sale for cash 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.

PREPARED BY:
MICHELSON & ZIPPIN, P.A.
ROBERT S. ZIPPIN, ESQ.
FLORIDA BAR #149890
7101 WEST MCNAB ROAD, SUITE 200
TAMARAC, FLORIDA 33321
PHONE 954-720-1700
FAX 954-720-1781

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ARTICLE VI

The street address of the initial principal office of the corporation is 233 S. State Road 7, Margate, FL 33068. The name of the initial registered agent of this corporation is ROBERT S. ZIPPIN, ESQUIRE, 7101 W. McNab Road, Suite 200, Tamarac, FL 33321.

ARTICLE VII

The corporation shall have 1 director(s) initially. The number of directors may either increase or diminish from time to time by the By-Laws but shall never be less than one. The name and address of the initial director(s) of this corporation is/are:

BARBARA LEWIS
233 S. State Road 7, Margate, FL 33068

ARTICLE VIII

The name and address of the person signing these Articles of Incorporation is BARBARA LEWIS, 233 S. State Road 7, Margate, FL 33068.

PREPARED BY:
MICHELSON & ZIPPIN, P.A.
ROBERT S. ZIPPIN, ESQ.
FLORIDA BAR #149890
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TAMARAC, FLORIDA 33321
PHONE 954-720-1700
FAX 954-720-1781

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this December 4, 1996.


BARBARA LEWIS

STATE OF FLORIDA)
)§
COUNTY OF BROWARD)

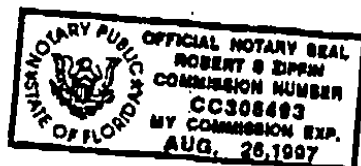
The foregoing instrument was acknowledged before me this December 4, 1996 by BARBARA LEWIS, who is personally known to me or who has produced a Florida drivers license as identification.


NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this December 4, 1996.




ROBERT S. ZIPPIN, ESQUIRE

PREPARED BY:
MICHELSON & ZIPPIN, P.A.
ROBERT S. ZIPPIN, ESQ.
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