

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

**996000 102636**

RE: Photo Investments  
of Orlando, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> Gen. Copy(s) <i>photo</i>		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input checked="" type="checkbox"/> U.S. <i>GIS</i>		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation <i>300002034292--8</i> <i>-12/20/96--01029--005</i>		
<input type="checkbox"/> Annual Report/Reinstatement <i>*****78.75 *****78.75</i>		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		
<b>SUBTOTALS</b>		

96 DEC 20 PM 1:42  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILED

RECEIVED  
 96 DEC 20 AM 10:41  
 DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME *12:00* CK No. \_\_\_\_\_  
 BY *[Signature]*

WALK-IN Will Pick Up *12/20/2000 Doe 12:00*

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 10% per Annum.

THANK YOU  
 from  
 Your Capital Connection

CONSENT

The undersigned MG INVESTMENTS, INC., an Illinois corporation, hereby consents to the use of the name "MG INVESTMENTS OF ORLANDO, INC." by and for the benefit of MG INVESTMENTS, INC., a Florida corporation, a corporation to be formed by Gary Bertrand.

Date: December 19, 1996

MG INVESTMENTS, INC.,  
an Illinois corporation

By: *Gary Bertrand*  
Gary Bertrand, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

The name of this corporation shall be:

MG INVESTMENTS OF ORLANDO, INC.

ARTICLE II

The principal office of this corporation shall be The Clubhouse, 2105 Howell Branch Road, Maitland, Florida 32751, but this corporation may establish such other offices and branch offices within or without the State of Florida as may be necessary or as may be determined by the board of directors.

ARTICLE III

The amount of capital stock authorized by this corporation shall be 10,000 shares with a par value of \$0.01 per share.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

This corporation shall be managed by a board of directors no less than 1 nor more than 9 who need not be stockholders of the corporation. The names and street addresses of the members of the first board of directors who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are:

Gary Bertrand  
The Clubhouse - 2105 Howell Branch Road  
Maitland, Florida 32751

ARTICLE VI

The name and street address of the incorporator is:

Gary Bertrand  
The Clubhouse - 2105 Howell Branch Road  
Maitland, Florida 32751

ARTICLE VII

Thomas V. Infantino, located at Suite 7, 180 South Knowles Avenue, Winter Park, Florida 32789, has been named as the corporation's agent to accept service of process within this State. Said agent has accepted the request to act in this capacity.

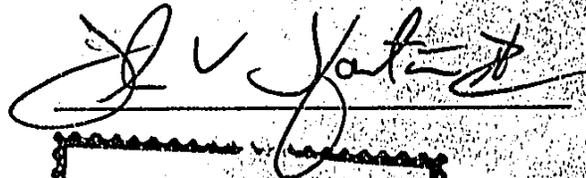
IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal on December 18, 1996.

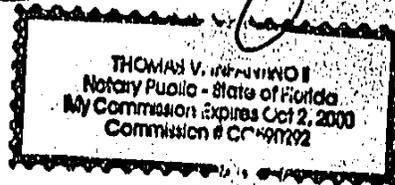
  
\_\_\_\_\_  
Gary Bertrand

STATE OF FLORIDA:  
COUNTY OF ORANGE:

ON THIS DAY personally appeared before me, the undersigned officer, GARY BERTRAND, personally known to me to be the individual described in and who executed the foregoing, who did not take an oath but acknowledged executing the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on December 18, 1996.

  
\_\_\_\_\_



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96 DEC 20 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

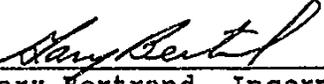
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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Pursuant to Chapter 48.091, Florida Statutes, the corporation  
submits:

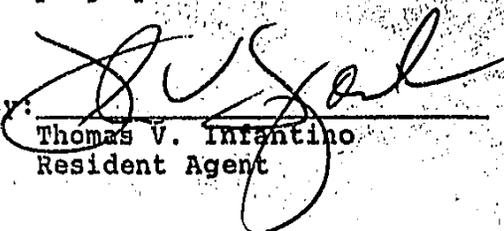
INC.

That MG INVESTMENTS OF ORLANDO, a corporation organized under the  
laws of the State of Florida, has named THOMAS V. INFANTINO,  
located at Suite 7, 180 South Knowles Avenue, Winter Park, County  
of Orange, State of Florida, as its agent to accept service of  
process within this state.

By:   
Gary Bertrand, Incorporator

ACKNOWLEDGMENT 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  
provisions of said act relative to keeping open said office.

By:   
Thomas V. Infantino  
Resident Agent