

P97000000425



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 207707 11112A

AUTHORIZATION :

COST LIMIT : \$ 122.50

FILED
97 JAN -2 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 2, 1997

ORDER TIME : 10:29 AM

ORDER NO. : 207707-005

CUSTOMER NO: 11112A

CUSTOMER: Edwin Ginsburg, Esq
ZIEGLER & GINSBERG

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-01/02/97--01042--004
***122.50 ***122.50

Suite 21
370 Minorca Avenue
Coral Gables, FL 33134

DOMESTIC FILING

NAME: M.C. PHOTOGRAPHY & ART
PRODUCTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: _____

RECEIVED
97 JAN -2 PM 12:16
DIVISION OF CORPORATION

AL JAN - 3 1996

**ARTICLES OF INCORPORATION
OF
M.C. PHOTOGRAPHY & ART PRODUCTIONS, INC.**

FILED

97 JAN -2 AM 10: 25

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

M.C. PHOTOGRAPHY & ART PRODUCTIONS, INC.

The address of the principal office of this corporation shall be 1438 South Miami Avenue, Miami, Florida 33130, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the business of producing, exhibiting, marketing, and commercializing all forms of photography and art, and this corporation may also engage or transact in any or all other lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1438 South Miami Avenue, Miami, Florida 33130, and the name of the initial registered agent of the corporation at that address is **CLAUDIA URRUTIA**.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors, is:

Claudia Urrutia
1438 South Miami Avenue
Miami, Florida 33130

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Name and Address

Claudia Urrutia
1438 South Miami Avenue
Miami, Florida 33130

Offices

President;
Secretary; and
Treasurer

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

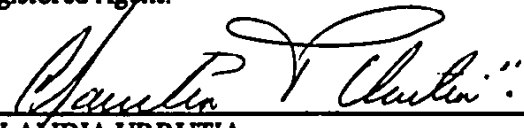
Edwin M. Ginsburg, Esq.
Ziegler & Ginsburg, P.A.
370 Minorca Avenue, Suite 21
Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned incorporator has duly executed these Articles
of Incorporation on December 31, 1996.


EDWIN M. GINSBURG, ESQ.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

CLAUDIA URRUTIA, having been designated as the Registered Agent in the above and foregoing Articles, acknowledges that she is familiar with and accepts the obligations of the Registered Agent under Section 607.0506, Florida Statutes, and agrees to accept service of process for the above-stated corporation at the place and address designated in the above and foregoing Articles, and she agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties as such Registered Agent.


CLAUDIA URRUTIA
1438 South Miami Avenue
Miami, FL 33130