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Erick R. Moody

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 13 AM 11:48

FILED

January 8th, 1997

Department of State
Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/14/97-01012--009

*****70.00 *****70.00

RE: DIGITAL PICTURES, INC.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of DIGITAL PICTURES, INC. and our check made payable to the Secretary of State which includes the statutory filing fee. Your assistance in establishing this corporation is appreciated.

Upon validation kindly mail the Articles to:

Paralegal Associates
6300 W. Atalantic Blvd
Margate, Florida 33063

Kindly phone at 1-954-971-8468 and speak with Mr. Fazal Khan if there is any question or problem.

Respectfully,


Erick R. Moody

PH
1/17/97

Articles of Incorporation of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIGITAL PICTURES, INC.

ARTICLE ONE

The name of the corporation is DIGITAL PICTURES, INC. The principal address of the corporation is: 11300 4th Street North, Suite#120, St. Petersburg, Florida 33716.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations maybe incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 100, at \$1.00 par value.

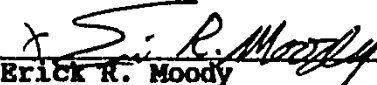
ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 11300 4th Street North, Suite#120, St. Petersburg, Florida 33716, and the name of its initial registered agent at such address is Erick R. Moody.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

x 
Erick R. Moody

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ARTICLE SEVEN

The number of directors constituting the initial board of directors is one (1), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name

Mailing Address

Erick R. Moody

11300 4th Street North, Suite#120
St. Petersburg, Florida 33716

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name

Mailing Address

Erick R. Moody

11300 4th Street North, Suite#120
St. Petersburg, Florida 33716

(signed)


Incorporator