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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: PHOTO VEND (INTERNATIONALDISTRIBUTING), INC.

AUDIT NUMBER.....H97000004603

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

CERT. OF STATUS..0

PAGES..... 5

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**ARTICLES OF INCORPORATION  
of  
Photo Vend (International Distributing), Inc.**

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**ARTICLE I - NAME**

The name of this corporation is Photo Vend (International Distributing), Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The mailing address of this corporation is: 1717 North Bayshore Drive,  
Suite 3956  
Miami, Florida 33132

**ARTICLE III - PURPOSES**

The purposes for which this corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a. To transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- b. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares that this corporation is to have outstanding at any one time is 7,500 shares of common stock, having a nominal or par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors but in no event shall be less than \$1.00.

**ARTICLE V - TERM**

This corporation shall have perpetual existence.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office and agent of this corporation is:

Frank Yates  
1717 North Bayshore Drive  
Suite 3956  
Miami, Florida 33132

Prepared by:  
Jacques N. Messhell, Esquire  
7800 S.W. 57th Avenue  
South Miami, Florida 33143  
305-667-1604  
Fla. Bar No. 260916

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**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall initially have one (1) director to hold office until the first annual meeting of the shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office, or death. The number of Directors may either be increased or decreased from time to time in accordance with the By-Laws of the corporation. The name and address of the initial director is: Frank Yates, 1717 North Bayshore Drive, Suite 3956, Miami, Florida 33132.

**ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator signing these articles is: Frank Yates, 1717 North Bayshore Drive, Miami, Florida 33132.

**ARTICLE IX - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

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

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In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Photo Vend (International Distributing) Inc., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its Registered Office, as indicated in the Articles of Incorporation, has named its Registered Agent to accept service of process within this state to be Frank Yates, 1717 North Bayshore Drive, Miami, Florida 33132..

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above corporation at the 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 said office.

Dated this 18 day of March, 1997.

  
FRANK YATES,  
REGISTERED AGENT

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IN WITNESS WHEREOF, I the undersigned Incorporator have hereunto set my hand and seal at Miami, Dade County, Florida, this 18 day of March, 1997.

 (SEAL)  
FRANK YATES, INCORPORATOR

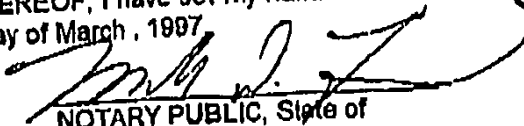
STATE OF FLORIDA:

SS

COUNTY OF DADE :

Before me, the undersigned authority, this day personally appeared Frank Yates, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation of Photo Vend (International Distributing), Inc. and that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, Dade County, Florida this 18 day of March, 1997.

  
NOTARY PUBLIC, State of  
Florida at Large

My Commission expires:



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