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Law Offices
Sakowitz & Sakowitz
CHARTERED

Theodore J. Sakowitz
Alan B. Sakowitz

April 7, 1997

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Division of Corporations
P O Box 6327
Tallahassee, FL 32314

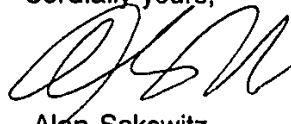
Re: **Seven Angels Photographic World, Inc. &
Nova Distribution of Florida, Inc.**

To whom it may concern:

Please file and return a stamped copy of the Articles of Incorporation for each of the Corporations.

If you have any questions, do not hesitate to call.

Cordially yours,


Alan Sakowitz
for the firm

Enclosures

AS/omr

FILED
97 APR 10 AM 10:42
TALLAHASSEE, FLORIDA

APR 11 1997


**ARTICLES OF INCORPORATION
OF
SEVEN ANGELS PHOTOGRAPHIC WORLD, INC.**

97 APR 10 10:12
FILED
TALLAHASSEE
FLORIDA

The undersigned subscriber to these articles of incorporation, being a natural person and competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation is **SEVEN ANGELS PHOTOGRAPHIC WORLD, INC.**

ARTICLE II. PURPOSE

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a Corporation organized under the Florida general Corporation law, as in effect from time to time.

ARTICLE III. CAPITAL STOCK AUTHORIZED

a. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 7500 shares of common stock at one dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money, property, labor or services.

ARTICLE IV. DURATION

The Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal place of business of this Corporation is: ALAN SAKOWITZ, c/o Sakowitz & Sakowitz, Chartered, 1111 Kane Concourse, Suite 401, Bay Harbor Islands, Florida 33154 and the name of the initial registered agent of this Corporation at that address is ALAN SAKOWITZ.

ARTICLE VI. INCORPORATOR

The name and address of the person signing these articles is:

MARSHALL GROSS
941 NE 169 STREET, SUITE 116
NORTH MIAMI BEACH, FLORIDA 33162

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of members of the initial board of directors shall be One. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this Corporation is:

MARSHALL GROSS
941 NE 169 STREET, SUITE 116
NORTH MIAMI BEACH, FLORIDA 33162

ARTICLE VIII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE IX. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify each officer, director, former officer and former director, against all expenses reasonably incurred by them in connection with or arising out of any action, suit or proceeding which they may be involved, by reason of them being or having been a director or officer of the Corporation, to the fullest extent permitted by law.

ARTICLE XI. BYLAW AGREEMENT

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors, and Stockholders provided that such amendment be in compliance with the laws of Florida.

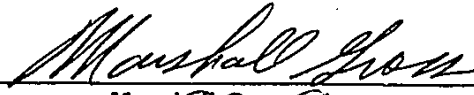
ARTICLE XII. PREEMPTIVE RIGHTS

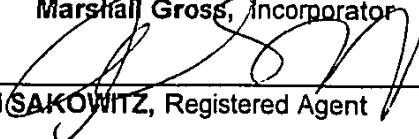
The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE XIII. ACCEPTANCE OF REGISTERED AGENT

The above named registered agent agrees to act in said capacity and to comply with the provisions of all statutes relative to the performance as a registered agent.

IN WITNESS WHEREOF, The undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 2nd day of April, 1997.



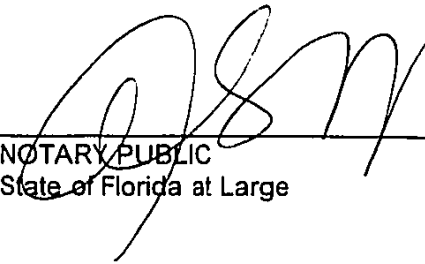
Marshall Gross, Incorporator


ALAN SAKOWITZ, Registered Agent

STATE OF FLORIDA }
 } SS
COUNTY OF DADE }

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared Marshall Gross to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that said person subscribed to those Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 2nd day of April, 1997.



NOTARY PUBLIC
State of Florida at Large

My commission expires:



FILED
97 APR 10 AM 10:43
TALLAHASSEE, FLORIDA