

197000037152

Charter Number Only

12347
 Alan Grest
 Requestor's Name
 20801 Biscayne Blvd.
 Address
 Aventura, Fl. 33180 #500
 City State ZIP Phone
 #936-8844

REGISTRATION ONLY

300002154683--0
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 ****122.50 ****122.50

CORPORATION(S) NAME

A & J Photography & video corporation



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | <input type="checkbox"/> Mail Out |

97 APR 25 PM 11:12
 RECEIVED
 DEPARTMENT OF STATE
 FILING UNIT

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

97 APR 25 AM 10:37
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ARTICLES OF INCORPORATION

of

A & J PHOTOGRAPHY & VIDEO CORPORATION

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

FILED
97 APR 25 PM 11:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation shall be **A & J PHOTOGRAPHY & VIDEO CORPORATION.**

ARTICLE II

The principal place of business and mailing address of this corporation shall be c/o Jeremy A. Jacobson, 14222 S.W. 76th Street, Miami, FL 33183.

ARTICLE III

This corporation's existence shall be effective on the date of subscription and acknowledgement of these Articles, and the corporation shall have perpetual existence.

ARTICLE IV

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

**This instrument prepared by:
ALAN B. GEST, ESQ.
20801 Biscayne Boulevard, Suite 506
Miami, FL 33180
Florida Bar No.: 218685**

NUMBER OF SHARES AUTHORIZED	PAR VALUE	CLASS OF STOCK
100	\$1.00	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE VI

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Alan B. Gest, Esq.	20801 Biscayne Boulevard Suite 506 Miami, FL 33180

ARTICLE VII

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>NAME</u>	<u>ADDRESS</u>
Jeremy A. Jacobson	14222 S.W. 76th Street Miami, FL 33183
Andre A. Dennert, Jr.	8015 S.W. 107th Avenue Apt. 217 Miami, FL 33173

ARTICLE VIII

The name and address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Jeremy A. Jacobson	14222 S.W. 76th Street Miami, FL 33183

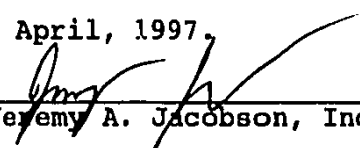
ARTICLE IX

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE X

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation on this 23 day of April, 1997.



Jeremy A. Jacobson, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, Jeremy A. Jacobson, to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same for the purposes therein expressed.

The foregoing instrument was acknowledged before me this 23 day of April, 1997, by Jeremy A. Jacobson, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

Vicki Samuels
Notary Public



My Commission Expires:

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

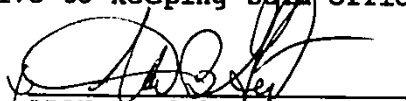
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

A & J Photography & Video Corporation desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation has named Alan B. Gest, Esq., 20801 Biscayne Boulevard, Suite 506, Miami, FL 33180 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the

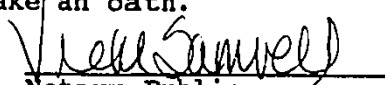
provisions of this Act relative to keeping said office open.


ALAN B. GEST, ESQ.
Registered Agent

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, Alan B. Gest, Esq., to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same for the purpose therein expressed.

The foregoing instrument was acknowledged before me this 23 day of April, 1997, by Alan B. Gest, Esq., who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.


Notary Public

My Commission Expires:

97 APR 23 11:12
FILED
TALLAHASSEE
FLORIDA
VICKI SARRJELS
MY COMMISSION # 08 438800
EXPIRES: March 23, 1998
Bonded Thru Notary Public Underwriters