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May 30, 1997

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-06/13/97--01046--013
*****70.00 *****70.00

Re: Incorporation of I-Three Productions, Inc.
Our File No. 12520E

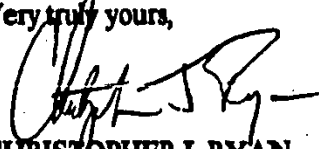
Greetings:

Enclosed please find an original and one copy of the Articles of Incorporation of I-Three Productions, Inc. which we request that you file in the official records of the Secretary of State. Kindly return a time stamped copy of the Articles of Incorporation to our law firm in the envelope provided.

Enclosed also, please find our trust account check number 5633 in the amount of \$70.00 in payment of the filing fee for this corporation.

Thank you for your assistance in this matter, and please feel free to contact me if you have any questions regarding this matter.

Very truly yours,


CHRISTOPHER J. RYAN

JUN 12 1997

CJR/lb
enclosure

FILED
97 JUN 13 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
-OF-
I-THREE PRODUCTIONS, INC.

FILED
97 JUN 13 PH 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, desire to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be I-THREE PRODUCTIONS, INC.

ARTICLE II
CORPORATION EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III
GENERAL NATURE OF BUSINESS

The general nature of business of this corporation shall be as follows:

1. The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including, but not limited to, the provision of photographic services, developing, printing and mounting photographic images, the sale, marketing and distribution of photographs, and to perform such other related activities incidental to the general purpose of this corporation, and to generally do any and all things necessary, pertinent, or convenient to the powers herein and hereby conferred.

2. To transact the business of investing on behalf of itself or others, any part of its capital and such funds as it may obtain any interest herein, either as tenants in common or otherwise, and selling or otherwise disposing of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida upon corporations for profit.

registered office, shall be at 294 Northeast 32 Court, Oakland Park, Florida 33334, with the privilege of having branch offices at other places within or without the State of Florida, and within or without the United States, and the name of its initial registered agent is VINCENT APOSTOLIS, whose address is 294 Northeast 32 Court, Oakland Park, Florida 33334.

ARTICLE V
AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI
NUMBER OF DIRECTORS

The number of Directors of this corporation shall not be less than one (1), or more than four (4).

ARTICLE VII
DIRECTORS

The name and post office address of the first Board of Directors of this corporation shall be one (1) in number, and who shall hold office for the first year, or until his successors are elected and have qualified, shall be:

VINCENT APOSTOLIS 294 Northeast 32 Court
Oakland Park, Florida 33334.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of the Articles of Incorporation is:

VINCENT APOSTOLIS 294 Northeast 32 Court
Oakland Park, Florida 33334

ARTICLE X
SPECIAL CHARTER PROVISIONS

Directors and Officers of this corporation need not be stockholders.

ARTICLE XI
DATE OF COMMENCEMENT

The date of commencement of corporate existence of this corporation shall be on the 30th day of May, A.D., 1997.

IN WITNESS WHEREOF, I have set my hand and seal on the 30th day of May, A.D., 1997.

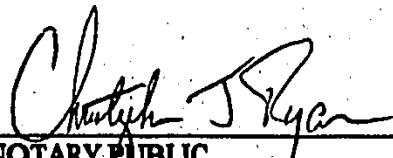


VINCENT APOSTOLIS

STATE OF FLORIDA
COUNTY OF BROWARD

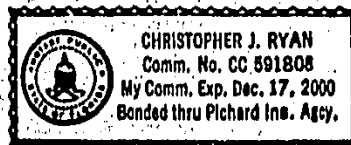
PERSONALLY appeared before me, the undersigned authority, VINCENT APOSTOLIS, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dania, Broward County, Florida, this 30th day of May, A.D., 1997.



NOTARY PUBLIC

My Commission expires:



FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

DEPARTMENT OF STATE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVICED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.**

The following is submitted, in compliance with Chapter 48-091, Florida Statutes:

I-THREE PRODUCTIONS, INC., a corporation organized under the laws of the State of Florida with its principal office at 294 Northeast 32 Court, in the City of Oakland Park, County of Broward, State of Florida, has named VINCENT APOSTOLIS, located at 294 Northeast 32 Court, City of Oakland Park, County of Broward State of Florida, as its agent to accept service of process within the state.

OFFICERS:

Name	Title	Specific Address
VINCENT APOSTOLIS	P/S/T	294 Northeast 32 Court Oakland Park, Florida 33334

DIRECTORS:

	Specific Address
VINCENT APOSTOLIS	294 Northeast 32 Court Oakland Park, Florida 33334

By: 

VINCENT APOSTOLIS

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.


Registered Agent