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Jeanette J. Secor, P.A.
Attorney at Law

June 19, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 23 AM 9:36

RE: Patrick Bergy & Camille Charles

Dear Sir/Madam;

Enclosed herewith is an Articles of Incorporation of Digital Photo Images, Inc. and the \$70.00 filing fee. Please file this accordingly.

Sincerely,

Jeanette J. Secor
Attorney at Law

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
DIGITAL PHOTO IMAGES, INCORPORATED

WE, THE UNDERSIGNED, natural persons of the age of eighteen (18) years or more, acting as incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be: Digital Photo Images, Incorporated.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
1834 Drew Street
Clearwater, FL 34625

ARTICLE III
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares, at ten dollars (\$10.00) par value. All stock of the corporation shall be of the same class, and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any call or assessment.

ARTICLE IV
PREEMPTIVE RIGHTS AND NONCUMULATIVE VOTING

Shareholders shall have preemptive rights to acquire unissued shares of the stock of this corporation.

At each election of Directors, shareholders entitled to vote at such election shall have no right to accumulate their votes; rather, each shareholder shall have as many votes as the number of such shareholder's shares.

ARTICLE V
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Jeanette J. Secor, P.A.
696 First Avenue North
Suite 400
St. Petersburg, FL 33701

ARTICLE VI
COMMENCING BUSINESS

This corporation will not commence business until at least \$10,000.00 in cash or property has been received by it as consideration of the issuance of its shares.

ARTICLES VII
DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be three (3). The names and addresses of the individuals who are to serve as Directors until their successors are elected and qualify is:

<u>NAME</u>	<u>ADDRESS</u>
Patrick Bergy	205 N. Missouri Ave, Clearwater, FL 34625
Camille Charles	205 N. Missouri Ave, Clearwater, FL 34625
Juan Lorenzo	13250 Ridge Road No. 1-3 Largo, FL 33778

ARTICLE VII
INCORPORATORS

The name and addresses of each incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Patrick Bergy	205 N. Missouri Ave, Clearwater, FL 34625
Camille Charles	205 N. Missouri Ave, Clearwater, FL 34625
Juan Lorenzo	13250 Ridge Road No. 1-3 Largo, FL 33778

ARTICLE IX
NON-ASSESSABILITY

Shares of this Corporation shall not be subject to assessment for payment of the debts of the corporation.

ARTICLE X
EXEMPTION FROM CORPORATE DEBTS

The private property of the shareholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

The undersigned incorporators have executed these Articles of Incorporation this 18 day of June, 1997.

Patrick Bergy
Patrick Bergy

Camille Charles
Camille Charles

Juan Lorenzo
Juan Lorenzo

The undersigned registered agent hereby accepts appointment as registered agent this 19 day of June, 1997.

Jeanette J. Secor
Jeanette J. Secor, Esq.

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