



THE UNITED STATES
CORPORATION
COMPANY

P97000057709

ACCOUNT NO. : 072100000032

REFERENCE : 448341 162199A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 1, 1997

ORDER TIME : 11:06 AM

ORDER NO. : 448341-005

CUSTOMER NO: 162199A

CUSTOMER: Rick M. Morse, Cpa
RICK M. MORSE, CPA, P.A.

Suite 204
7800 N. University Drive
Tamarac, FL 33321

10000228141--3
-07/01/97--01083--006
****122.50 ****122.50

DOMESTIC FILING

NAME: FOTO INTERNAITONAL SOUTH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

97 JUL -1 PM 12:07
OFFICE OF CORPORATIONS
PROCESSED 9

84 JUL 01 1997

5444 WEST SAMPLE ROAD
MARGATE, FLORIDA 33063

JUNE 27, 1997

SECRETARY OF STATE
CORPORATION DIVISION
THE CAPITOL
TALLAHASSEE, FLORIDA 32301

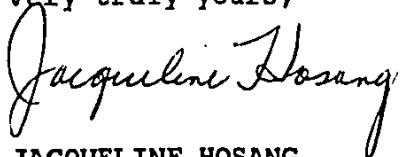
Re: Articles of Incorporation

Dear Sirs,

Enclosed you will find my check in the amount of \$122.50 which pays the filing fee, Resident agent fee, and certified copy of the Articles of Incorporation included herein.

Thank you for your consideration in this matter, and if you have any questions, please contact me immediately.

Very truly yours,

A handwritten signature in cursive script, reading "Jacqueline Hosang".

JACQUELINE HOSANG
Director

ARTICLES OF INCORPORATION
OF

FOTO INTERNATIONAL SOUTH, INC.

97 JUL -1 PM 2:17

TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of this Corporation shall be :

FOTO INTERNATIONAL SOUTH, INC.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of PHOTO EQUIPMENT & ACCESSORIES RETAIL and transacting any and all lawful business.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 3000 shares of \$ 1 par value common stock.

ARTICLE IV

INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is:

5444 WEST SAMPLE ROAD
MARGATE, FL 33063

and the name of the initial registered agent of this corporation at the above address is:

JACQUELINE HOSANG

ARTICLE V

DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director of this corporation is:

JACQUELINE HOSANG
3817 LANCEWOOD DRIVE
CORAL SPRINGS, FL 33065

ARTICLE VI

INCORPORATOR

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

JACQUELINE HOSANG
3817 LANCEWOOD DRIVE
CORAL SPRINGS, FL 33065

ARTICLE VII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE VIII

INDEMNIFICATION

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

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 30th day of June 1997

Jacqueline Hosang

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this 30th DAY of June, 1997 JACQUELINE HOSANG appeared before me the undersigned authority, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same, freely and voluntarily for the purpose therein expressed.

Rick M. Morse
Notary Public

ss: My Commission Expires:



RICK M. MORSE
COMMISSION # CC 694853
EXPIRES NOV 8, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED;

FOTO INTERNATIONAL SOUTH, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA.

WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MARGATE, FLORIDA HAS NAMED JACQUELINE HOSANG AT 5444 WEST SAMPLE ROAD, MARGATE, FLORIDA 33063 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Jacqueline Hosang
CORPORATE OFFICER

TITLE

President

DATE

6/30/97

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Jacqueline Hosang

DATE

6/30/97