

LAW OFFICES OF
THOMAS E. GLICK, P.A.
11900 BISCAYNE BOULEVARD, SUITE 740
NORTH MIAMI, FLORIDA 33181

DADE: (305) 892-1577 • FACSIMILE: (305) 893-2295

THOMAS E. GLICK*
HOWARD S. WEINST

*CERTIFIED FEDERAL COURT MEDIATOR
*CERTIFIED CIRCUIT COURT AND FAMILY MEDIATOR

P 970660 65532

FILED
97 JUL 28 PM 2:08
TALLAHASSEE, FLORIDA

July 17, 1997

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

6
000002249170--8
-07/28/97--01035--015
*****70.00 *****70.00

RE: FOTO DOCTOR, INC.

To Whom It May Concern:

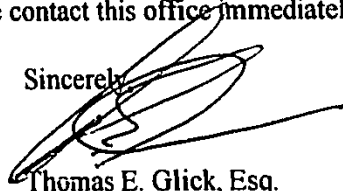
Enclosed are the Articles of Incorporation of the above captioned corporation.

Kindly conform a copy of said Articles, endorse your approval thereon and return one copy to us, as registered agent.

We are enclosing a check in the amount of \$70.00 to cover the filing fee and the registered agent fee.

If a charter cannot be issued for any reason, please contact this office immediately.

Sincerely,



Thomas E. Glick, Esq.

TEG:jrv
Encl.

F. Glick

JUL 29 1997

ARTICLES OF INCORPORATION

OF

FOTO DOCTOR, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is:

FOTO DOCTOR, INC.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business and the objectives and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. To perform services and to engage in every aspect and phase of business under the laws of the State of Florida that a Florida corporation is authorized to render.

B. To do each and everything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation; and, generally, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

C. To conduct and transact any business lawfully authorized and not prohibited by

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Chapter 607, Florida Statutes, as might be amended from time to time.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$.10 par value.

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

ARTICLE IV: TERM OF EXISTENCE

The corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE V: ADDRESS

The initial street address of the principal office of the corporation in the State of Florida is: *311 E. HALLANDALE BEACH BLVD., HALLANDALE, FL 33009* and the Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI: DIRECTORS

The corporation shall have not less than one nor more than nine Directors, initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

ARTICLE VII: SUBSCRIBERS

The names and addresses of each subscriber of these Articles of Incorporation is:

**Melvin Englander
311 E. Hallandale Beach Blvd.
Hallandale, FL 33009**

ARTICLE VIII: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and

approved at a stockholders' meeting by the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made. The Directors of the corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital. The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE IX: REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be *Thomas E. Glick, P.A., 11900 Biscayne Blvd., #740, North Miami, FL 33181*, and the name of the initial registered agent of the corporation at that address is: *Thomas E. Glick, Esq.*

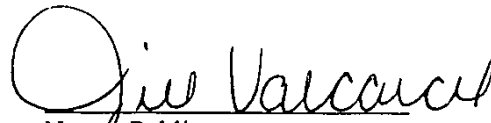
IN WITNESS WHEREOF, I, the undersigned, being the agent for the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within the State of Florida and outside the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying the facts stated herein are true, and do agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 24th day of JULY, 1997.


Melvin Englander

STATE OF FLORIDA)
)SS:
COUNTY OF DADE _____)

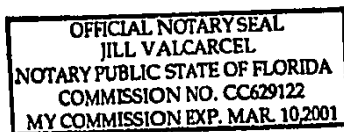
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgements, personally appeared Melvin Englander, to me known to be the person described as subscriber and who has produced the following form of identification Fla. Dr. License and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at N. Miami, Dade County, Florida this 24th day of JULY, 1997.



Notary Public
State of Florida at Large

MY COMMISSION EXPIRES:



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

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

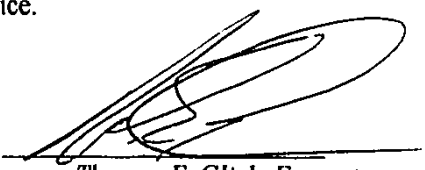
First, that Amerisoft International, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named:

Thomas E. Glick, Esq.

located at *11900 Biscayne Blvd., #740, North Miami, FL 33181, County of Dade, State of Florida,* as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Resident Agent:


Thomas E. Glick, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 28 PM 2:08

FILED

P97000065533



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 474479 8938A

AUTHORIZATION :

Patricia P. Pitts

COST LIMIT : \$ 122.50

ORDER DATE : July 24, 1997

ORDER TIME : 9:50 AM

ORDER NO. : 474479-005

CUSTOMER NO: 8938A

CUSTOMER: Laurie Dean, Legal Assistant
ROBERT L. SHEAR, ESQ

500002247635--7

Suite 230
2600 McCormick Drive
Clearwater, FL 34619

DOMESTIC FILING

NAME: CUB CLUB, 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: W. Charles Earnest

EXAMINER'S INITIALS: _____

FILED IN FLORIDA

500002247635

W97-17187

500002247635

\$6



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 25, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

RESUBMIT

Please give original
submission date as file date.

SUBJECT: CUB CLUB, INC.
Ref. Number: W97000017187

We have received your document for CUB CLUB, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 997A00037746

REC
97 JUL 29 AM 11:30
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
CUBCLUB JUNIOR GOLF APPAREL, INC.

FILED
JUL 25 PM 3:53
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CUBCLUB JUNIOR GOLF APPAREL, INC.

The address of the principal office of this corporation shall be 2136 Belmar Drive, Belleair Bluffs, Florida 33770, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Suite 230, 2600 McCormick Drive, Clearwater, Florida 34619, and the name of the initial registered agent of the corporation at that address is Robert L. Shear.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Joyce F. Fecher	2136 Belmar Drive
Dir./Pres./Sec./Treas.	Belleair Bluffs, Florida 33770

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on July 25, 1997.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

GLS/wce

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

ROBERT L. SHEAR, an individual residing in this state having a business office indential with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of

CUBCLUB JUNIOR GOLF APPAREL, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: _____



Name: ROBERT L. SHEAR

ALL AMENDED IN FLORIDA

2007.25 PM 2:53