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

August 1, 1997

RE: INCORPORATION OF PHOTO GALLERY, INC.

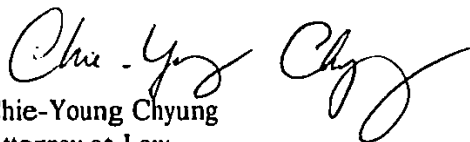
Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of Photo Gallery, Inc.

Fee check fee of \$122.50 for filing, certified copy and Appointment and acceptance of registered agent designation is also attached.

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Very truly yours,



Chie-Young Chyung  
Attorney at Law

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STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**PHOTO GALLERY, INC.**

STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of the corporation shall be PHOTO GALLERY, INC.

**Article II**  
**DURATION**

The term of existence of the corporation shall be perpetual.

**Article III**  
**PURPOSES**

The purposes of the corporation shall be to engage in any and all lawful businesses for which a corporation may be incorporated under F.S. chapter 607.

**Article IV**  
**SHARES**

The corporation shall have authority to issue five hundred shares of common stocks with par value of one hundred dollars for each share. The board of directors shall decide the number of shares to be issued, the consideration for each share, time and manner of issuance. The capital stock may be paid for in money, property, labor or services, at just valuation to be fixed by the Incorporator or by the Directors at a meeting called for such purpose.

The transfer of the corporation's shares may be restricted or conditioned by the terms of the shareholder's agreement or bylaws, if there is any.

Article V  
POWERS

The corporation shall have power to sue and capacity to be sued, to complain and defend in its corporate name in all actions or proceedings; to have a corporate seal and use it; to purchase, take, receive, lease or otherwise deal in and with real or personal property or interest therein; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets; to lend money to, and use its credit to assist, its officers and employees in accordance with F.S. section 607.0833; to make contracts and guarantees and incur liabilities, borrow money, issue notes and other obligations; to have and exercise all powers necessary or convenient to effect its purposes.

Article VI  
PRINCIPAL OFFICE

The address of the initial principal office of the corporation shall be:

10665 S. W. 44<sup>th</sup> Court  
Davie, FL 33328

The corporation may from time to time move its principal office as may be necessary or convenient at the determination of its board of directors.

Article VII  
INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent and the address of the initial registered office for the corporation is:

Name	Address
HAROLD KIM	10665 S. W. 44 <sup>th</sup> Court Davie, FL 33328

Article VIII  
INCORPORATOR

The name and address of the incorporators are:

Name	Address
HAROLD KIM	10665 S. W. 44 <sup>th</sup> Court Davie, FL 33328

#### Article IX INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be two (2). The number of directors may be changed by the bylaws of the corporation, but shall not be more than five. A director need not be a stockholder. The name and address of the initial directors who shall hold office until the organization meeting of this corporation or until the successors are elected and have qualified are:

Name	Address
HAROLD KIM	10665 S. W. 44 <sup>th</sup> Court Davie, FL 33328
YUN S. KIM	10665 S. W. 44 <sup>th</sup> Court Davie, FL 33328

#### Article X OFFICERS

The corporation shall have one president, one treasurer, and one secretary. Vice-president may be appointed under the bylaws. The secretary shall also act as a secretary to the board of directors and a secretary to the shareholders meeting. Any one person may assume more than one of aforementioned offices. The board of directors shall elect corporate officers.

The initial officers of the corporation, however, shall be:

OFFICE	NAME OF THE OFFICER
President	YUN S. KIM
Treasurer	HAROLD KIM
Secretary	HAROLD KIM

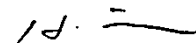
Article XI  
AMENDMENT

This Articles of Incorporation shall be amended by majority vote of the board of directors and affirmative vote in favor of the amendment by the majority of shareholders. However, above procedure may be excepted if all of the directors and all of the shareholders of the corporation eligible to vote sign a written statement manifesting their intention that an amendment to the articles of incorporation be adopted without ordinary process of meetings, then the amendment shall thereby adopted as though above procedures have been satisfied.

Article XII  
BYLAWS

The board of directors shall have power to adopt, amend and repeal bylaws of the corporation. Bylaws shall provide, inter alia, number and manner of election of directors, quorum and notice requirement for the board meetings and shareholder's meetings.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation, this 1st day of August, 1997.

  
\_\_\_\_\_  
Harold Kim  
Incorporator

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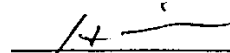
**ACCEPTANCE OF THE APPOINTMENT OF  
REGISTERED AGENT AND DECLARATION OF  
REGISTERED OFFICE UPON WHICH  
SERVICE OF PROCESS MAY BE SERVED**

STATE  
TALLAHASSEE FLORIDA

In compliance with Chapter 48.091 of the Florida Statutes, and having been designated a registered agent of PHOTO GALLERY, INC. on whom service of process may be served, and being familiar with the obligations of the registered agent, I HEREBY ACCEPT the designation and obligations of registered agent and agree to act in this capacity.

Registered office of PHOTO GALLERY, INC. is located at 10665 S. W. 44<sup>th</sup> Court, Davie, FL 33328.

Signed by:

  
Hafold Kim  
Registered Agent designee

Dated: August 1, 1997