

LAW OFFICES
BOUTWELL & CONNICK
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
P.O. BOX AD
411 EAST HILLSBORO BOULEVARD
DEERFIELD BEACH, FL 33441

ROBERT E. BOUTWELL, P.A.
A. THOMAS CONNICK, P.A.

TELEPHONE:
352-22-0300

PA 70000673830

August 22, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: MAVRIX NEWS PHOTOS, INC.

50002278665--6
-08/27/97--01081--016
****122.50 ****122.50

Dear Ladies/Gentlemen:

Enclosed please find the following with reference to the above corporation:

1. Original and one copy of Articles of Incorporation.
2. Original and one copy of Certificate Designating Resident Agent.
3. Check in the amount of \$122.50 to cover the Charter Tax, Filing Fee, Certified Copy of Articles of Incorporation and Resident Agent Fee.

Please file the originals and return a certified copy to me.

If you have any questions, please contact me.

Sincerely,

ROBERT E. BOUTWELL

REB/mn
Enclosures

FILED
97 AUG 25 PM 10:42
TALLAHASSEE FLORIDA

*Robert Boutwell
8/24/97*

ARTICLES OF INCORPORATION

OF

MAVRIX NEWS PHOTOS, INC.

FILED

97 AUG 25 AM 10:42

SECRET
TALLAHASSEE, FLORIDA

The undersigned hereby enters into these Articles of Incorporation for the purpose of establishing a corporation in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be MAVRIX NEWS PHOTOS, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The total authorized capital stock of this corporation shall be one thousand (1,000) shares of common stock at a par value of one (\$1.00) dollar per share, fully paid and non-assessable.

ARTICLE V

The street address of this corporation's initial principal office is as follows:

411 E. Hillsboro Blvd.
Deerfield Beach, Florida 33441

ARTICLE VI

The business of the corporation shall be conducted by a Board of Directors, the number of members of which shall, except for the initial Board, be determined by the Bylaws, but shall never be fewer than one (1).

ARTICLE VII

The initial Board of Directors shall consist of five (5) members. The name and address of the initial Board of Directors, who shall hold office for the first year of the corporation's existence or until his or her successor is elected and has qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROMANI T. REAVLEY	411 E. Hillsboro Blvd. Deerfield Beach, FL 33441

ARTICLE VIII

The name and street address of the Incorporators of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROMANI T. REAVLEY	411 E. Hillsboro Blvd. Deerfield Beach, FL 33441

ARTICLE IX

The initial Bylaws of this corporation shall be adopted by the Directors. The Bylaws may be amended from time to time by either the stockholders or the Directors, but the Directors may not alter or amend any Bylaw adopted by the stockholders.

ARTICLE X

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any right of the stockholders of this corporation is subject to this reservation.

ARTICLE XI

In accordance with Florida Statutes 607.167, the effective date for commencement of corporate existence shall be immediately upon the signing of these Articles of Incorporation.

IN WITNESS WHEREOF, the Incorporator hereto has hereunto affixed his hand and seal this 22 day of August, 1997.

Romani T Reavley
ROMANI T. REAVLEY

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared ROMANI T. REAVLEY to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he produced a Florida Drivers License and acknowledged before me that he signed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal in Deerfield Beach, Florida, this 22 day of August, 1997.

[Signature]
NOTARY PUBLIC



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 Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

MAVRIX NEWS PHOTOS, INC.

a corporation organized (or organizing) under the laws of the State of Florida with it's principal office at 411 E. Hillsboro Boulevard in the City of Deerfield Beach, County of Broward State of Florida, has named ROMANI T. REAVLEY, located at:
411 E. Hillsboro Blvd.

(Street Address & Number of Bldg., P.O.Box address not acceptable)
City of Deerfield Beach, County of Broward
State of Florida, as its agent to accept service of process within this state.

OFFICERS:

NAME	TITLE	SPECIFIC ADDRESS
<u>ROMANI T. REAVLEY</u>	<u>(P)</u>	<u>411 E. Hillsboro Blvd.</u> <u>Deerfield Beach, FL 33441</u>
<u>CHOLLA REAVLEY</u>	<u>(S)-T</u>	<u>411 E. Hillsboro Blvd.</u> <u>Deerfield Beach, FL 33441</u>
<u>MARILYN REAVLEY</u>	<u>(S)</u>	<u>411 E. Hillsboro Blvd.</u> <u>Deerfield Beach, FL 33441</u>
<u>HERBERT REAVLEY</u>	<u>(S)-P</u>	<u>411 E. Hillsboro Blvd.</u> <u>Deerfield Beach, FL 33441</u>
<u>CULLEN REAVLEY</u>	<u>(V) -P</u>	<u>411 E. Hillsboro Blvd.</u> <u>Deerfield Beach, FL 33441</u>

DIRECTORS:

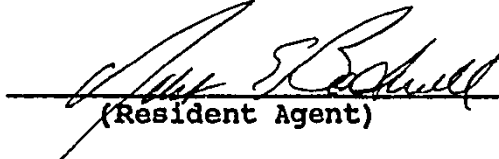
NAME	SPECIFIC ADDRESS
<u>ROMANI T. REAVLEY</u>	<u>411 E. Hillsboro Blvd.</u> <u>Deerfield Beach, FL 33441</u>
<u>CHOLLA REAVLEY</u>	<u>" "</u>
<u>MARILYN REAVLEY</u>	<u>" "</u>
<u>HERBERT REAVLEY</u>	<u>" "</u>
<u>CULLEN REAVLEY</u>	<u>" "</u>

By _____
(corporate officer)

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.

Filing fee: \$3.00


(Resident Agent)

FILED
97 AUG 25 AM 10:42
TALLAHASSEE, FLORIDA
SECRETARY OF STATE