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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: K & M PHOTOGRAPHY-FINE ARTS & CRAFTS, INC.

AUDIT NUMBER.....H97000014654

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF
K & M PHOTOGRAPHY-FINE ARTS & CRAFTS, INC.

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:

K & M PHOTOGRAPHY-FINE ARTS & CRAFTS, INC.

The address of the principal office of this corporation shall be 1645 SE 3rd Court Suite 101 , Deerfield Beach , Florida 33441 , and the mailing address 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 1,000 shares of common stock having \$ 1.00 per share, par value.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 10 Fairway Drive Suite 219 , Deerfield Beach , Fl 33441 , and the name of the initial registered agent of the corporation at that address is Scott E. Tillem.

Prepared By:

Scott E. Tillem
10 Fairway Drive Suite 219
Deerfield Beach, Fl 33441
(954)725-0720

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have three officers and three directors , initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed is(are):

Stephen C. Keller
5460 NW 55th Blvd #12-305
Coconut Creek, Fl 33073

President
Treasurer

Carlo Mejia II
9933 Westview Dr #422
Coral Springs, Fl 33076

Vice-Pres

Stephanie Mejia
9933 Westview Dr #422
Coral Springs, Fl 33076

Secretary

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ARTICLE VII. INCORPORATOR

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

Scott E. Tillem
10 Fairway Drive Suite 219
Deerfield Beach, FL 33441

IN WITNESS WHEREOF, the undersigned has hereto set his hand on this
5th day of September, 1997.


SCOTT E. TILLEM

ARTICLE VIII. REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


SCOTT E. TILLEM
(REGISTERED AGENT)

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

In pursuance of chapter 607.34 Florida Statutes, the following is submitted,
in compliance with said Act:

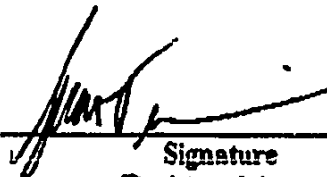
First-That K & M PHOTOGRAPHY-FINE ARTS & CRAFTS, INC.

desiring to organize under the laws of the State of Florida with its principal office,
as indicated in the articles of incorporation at City of Deerfield Beach , County of
Broward , State of Florida has named Scott E. Tillem located at 10 Fairway
Drive Suite 219 , City of Deerfield Beach , County of Broward , State of
Florida , as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated
corporation, at 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.

By



Signature
Registered Agent

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