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Bette S. Lestrangle, Esq.

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BUILDING 11-SECOND FLOOR

FORT LAUDERDALE, FLORIDA 33306

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September 11, 1997

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

100002293591 --9
-09/15/97--01147--020
*****70.00 *****70.00

RE: TOCCO PHOTOGRAPHY, INC.

Dear Sir or Madam:

Enclosed is a check for \$ 70.00 to cover the various filing fees for the enclosed corporation. Also enclosed is the original and one copy of the Articles of Incorporation regarding the above.

Please forward a copy of the filed Articles of Incorporation to this office at your very earliest convenience.

Thank you for your anticipated cooperation.

Sincerely,



Bette S. Lestrangle
Bette S. Lestrangle, Esquire

BSL/kd
Enclosures

FILED
97 SEP 15 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Madeau SEP 16 1997

ARTICLES OF INCORPORATION
OF
TOCCO PHOTOGRAPHY, INC.

FILED
97 SEP 15 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under and by virtue of the laws of the State of Florida, and particularly the Florida General Corporation Act, as provided in Chapter 607, Florida Statutes, and any acts supplementary thereto, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be: TOCCO PHOTOGRAPHY, INC. and its principal office and mailing address shall be:

C/O CHARLES TOCCO
1950 GRANT ST STE 4
HOLLYWOOD, FL 33020

ARTICLE II

The location of its initial registered office in the State of Florida is 1950 GRANT ST STE 4, HOLLYWOOD, FL 33020, but it shall have the power to establish and maintain branch offices at such cities and towns in the State of Florida and the United States as said corporation may from time to time determine. The name of its initial registered agent at said address is CHARLES TOCCO.

ARTICLE III

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

ARTICLE IV

The authorized capital stock of the corporation shall be five hundred (500) shares of common stock having a par value of \$1.00 per share. The holders of stock of the corporation shall be entitled to one (1) vote for each share of stock held at all meetings of the stockholders. Cumulative voting shall not be permitted. All subscriptions of stock shall be paid for in lawful money of the United States of America, or in property, security, labor, services or such other method of payment as the Board of Directors may reasonably approve, at a just valuation being fixed by the Board of Directors at a meeting called for such purposes; and property, labor or services may also be purchased or paid for with capital stock of the corporation, at a just valuation being fixed by the Board of Directors, and the corporation may from time to time increase its capital stock to any amount within authorization by law.

ARTICLE V

The term of the existence of the corporation shall be perpetual.

ARTICLE VI

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

CHARLES TOCCO
1950 GRANT ST STE 4
HOLLYWOOD, FL 33020

ARTICLE VII

The number of directors of the corporation shall be a minimum of one (1) and not more than fifteen (15), none of whom shall be required to be stockholders, nor to be residents of the State of Florida.

ARTICLE VIII

The names and post office addresses for the first Board of Directors of the corporation, who, subject to the provisions of Certificate of Incorporation, By-Laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the existence of the corporation or until their successors are duly elected and qualified, are as follows:

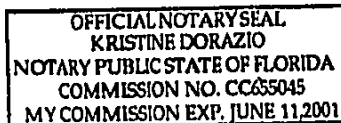
CHARLES TOCCO
1950 GRANT ST STE 4
HOLLYWOOD, FL 33020

The undersigned, being the original subscriber to the capital stock hereinbefore described and to these Articles of Incorporation to do business within and without the State of Florida, and pursuant to the laws of the State of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and, accordingly, has hereunto subscribed his hand this 11th day of September, 1997.

Charles S Tocco

Kristine Dorazio

NOTARY



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act; TOCCO PHOTOGRAPHY, INC., desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation, at the City of Hollywood, County of Broward, State of Florida has named CHARLES TOCCO, 1950 GRANT ST STE 4, City of Hollywood, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 I agree to comply with the provision of said act related to keeping open said place.

By: _____

Charles S. Tocco

NOTARY

OFFICIAL NOTARY SEAL
KRISTINE DORAZIO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC655045
MY COMMISSION EXP. JUNE 11, 2001

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97 SEP 15 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA