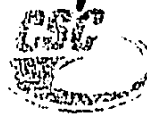


P 970000 80595



THE UNITED STATES
CORPORATION
COMPANY



THE UNITED STATES
CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 508502 7115293

AUTHORIZATION :

Patricia Pujot

COST LIMIT : \$ 70.00

ORDER DATE : August 25, 1997

ORDER TIME : 9:03 AM

ORDER NO. : 508502-005

CUSTOMER NO: 7115293

100002295771--5

CUSTOMER: Mr. Myron Blumenthal
MR. MYRON BLUMENTHAL

Suite 303
5550 Merrick Road
Massapequa, NY 11758

DOMESTIC FILING

NAME: PETER JOSEPH PHOTOGRAPHY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED
97 SEP 17 PM 1:21
TALLAHASSEE, FLORIDA

RECEIVED
97 SEP 17 AM 11:32
DIVISION OF CORPORATION

SN SEP 17 1997

FILED

97 SEP 17 PM 1:21

ARTICLES OF INCORPORATION
OF

SECRET
TALLAHASSEE, FLORIDA

PETER JOSEPH PHOTOGRAPHY, 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:

PETER JOSEPH PHOTOGRAPHY, INC.

The address of the principal office of this corporation shall be 1300 Third Street South, Suite 302, Naples, Florida 34102 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 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

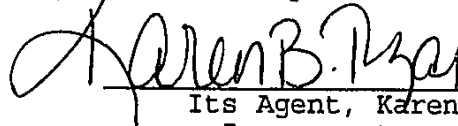
Peter J. Fiscina, Jr.	1300 Third Street South, Suite 302
Dir.	Naples, Florida 34102

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

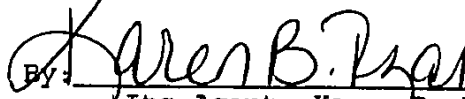
The undersigned incorporator has executed these Articles of Incorporation on September 17, 1997.



Its Agent, Karen B. Rozar
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

DBC/RWW

FILED
SEP 17 1997
TALLAHASSEE, FLORIDA
STATE

97SEP 17 PM 1:22