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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: PROMENADE 30 MINUTE PHOTO & STUDIO, INC.

AUDIT NUMBER.....H97000015888

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

CERT. OF STATUS..1

PAGES..... 2

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

PROMENADE 30 MINUTE PHOTO & STUDIO, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: PROMENADE 30 MINUTE PHOTO & STUDIO, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
20335 Biscayne Blvd., Aventura, FL 33180-1503

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 500 shares of common stock, at \$1 per value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Martin H. Alman, 17290 N.E. 19th Avenue
North Miami Beach, FL 33162-2210

ARTICLE V - DIRECTOR(S)

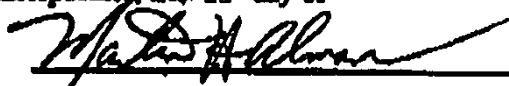
The name(s) of the director(s) is(are): Claude Champagne, Vice-Pres & Treas.
Alice Sussman, Pres. & Sec.

ARTICLE VI - INCORPORATOR

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

Martin H. Alman
17290 N.E. 19th Avenue, North Miami Beach, FL 33162-2210

The undersigned has executed these Articles of Incorporation this 22 day of
September 1997


Incorporator

Prepared by:
Martin H. Alman
17290 N.E. 19th Ave.
North Miami Beach, FL 33162
(305) 944-5353

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Promenade 30 Minute Photo & STUDIO, INC.

2. The name and address of the registered agent and office is:

Martin H. Alvan

(Name)

17290 W.E. 19th Avenue

(P.O. Box not acceptable)

North Miami Beach, FL 33162-2210

(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Martin H. Alvan
(Signature)

9/24/97
(Date)