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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAB-T CORP. AGENTS, INC.
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NAME: REY'S PROFESSIONAL PHOTOS & VIDEOS, INC.

AUDIT NUMBER.....H97000016285

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

CERT. OF STATUS..1

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 1, 1997

FAS-T CORP AGENTS INC

SUBJECT: REY'S PROFESSIONAL PHOTOS & VIDEOS, INC.
REF: W97000022432

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

REY'S PROFESSIONAL PHOTOS& VIDEOS, INC.
110516 WEST FLAGLER STREET
MIAMI, FL 33174

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida General corporation act, hereby adopts(s) the following articles of incorporation.

ARTICLE I NAME

The name of this corporation shall be:

REY'S PROFESSIONAL PHOTOS& VIDEOS, INC

The principal place of business of this corporation shall be:
10516 WEST FLAGLER STREET
MIAMI, FL 33174

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities of 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any on the time is: 1000 Sharers at FIVE Dollars with a total of FIVE THOUSAND Dollars.

ARTICLE IV TERM OF EXISTENCE.

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS.

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President:
ESTER HERRERA
10516 WEST FLAGLER STREET
MIAMI, FL 33174

Prepared by:
MARTA BU
3899 N.W. 7TH STREET, SUITE 201
MIAMI, FL 33126
(305) 446-2967

H97000016385

ARTICLE VI INCORPORATION(S).

The name(s) and street address(es) of the incorporator(s) to this article of incorporation is(are)

ESTER HERRERA
10516 WEST FLAGLER STREET
MIAMI, FL 33174

In witness whereof, the undersigned incorporator(s) has(have) executed these article of incorporation this 25TH day of September, 1997.

Signature(s) of incorporator(s)

ESTER HERRERA
ESTER HERRERA

STATE OF FLORIDA.

COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn to before me this 25th day of September, 1997. by ESTER HERRERA of REY'S PROFESSIONAL PHOTOS & VIDEO, INC.

NOTARY PUBLIC
MARTA BU

Marta Bu

My commission Expires

(seal)
ARTICLES OF INCORPORATION FILING FEE:



H97000016285

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.325 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:

REY'S PROFESSIONAL PHOTOS& VIDEOS, INC.

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

ESTER HERRERA
10516 WEST FLAGLER STREET
(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33174
(CITY/STATE/ZIP)

SIGNATURE Ester Herrera

TITLE President.

DATE September 25th 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION; AT THE PLACE DESIGNATED IN THIS CERTIFICATE, HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATION OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE Ester Herrera

DATE: September 25th, 1997

REGISTERED AGENT FILING FEE