

P970000 99 741

Rick Mertes
5365 West Atlantic Avenue
Delray Beach Florida 33484

November 17, 1997

Secretary of State
Division of Corporations
409 East Gaines
Tallahassee, Florida 32314

RE: Articles of Incorporation
VIP Photo Studio, Inc.

100002352941--4
-11/20/97--01064--012
****122.50 ****122.50

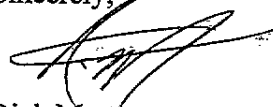
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation, Certificate Designating Place of Business or Domicile for the Service of Process May be Served, and a check in the amount of \$122.50, representing payment of the following:

Filing Fees	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>
TOTAL:	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible. Thank you for your anticipated cooperation and prompt attention to this matter.

Sincerely,



Rick Mertes

c:\wp50\correspo\secstate.16\kjh

FILED
97 NOV 20 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97-11-24-97

**ARTICLES OF INCORPORATION
OF
V.I.P. PHOTO STUDIO, INC.**

FILED
97 NOV 20 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**I.
CORPORATE NAME**

The name of this corporation shall be: _____

V.I.P. PHOTO STUDIO, INC.

**II.
PRINCIPAL OFFICE**

The principal office of this corporation shall be located at 5365 West Atlantic Avenue, Suite 501, Delray Beach, Florida 33484. _____

**III.
NATURE OF CORPORATE BUSINESS**

This corporation is organized to engage in any activity or business permitted under the laws of the United States and of the State of Florida. _____

**IV.
CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be ONE HUNDRED (100) shares of common stock at One(\$1.00) Dollar par value per share.

V.
DURATION

The corporation shall have perpetual existence.

VI.
**INITIAL REGISTERED AGENT
AND
INITIAL REGISTERED OFFICE**

The corporation's initial registered agent and registered office in the State of Florida shall be:

Rick Mertes
5365 West Atlantic Avenue
Suite 501
Delray Beach, Florida 33484

VII.
INCORPORATOR

The name and address of the Incorporator is:

Rick Mertes
5365 West Atlantic Avenue
Suite 501
Delray Beach, Florida 33484

VIII.
BOARD OF DIRECTORS

The number of directors may be altered from time to time by Bylaws adopted by the stockholders. However, the corporation shall have no less than one director at any time. The name and address of the director of this corporation is:

Rick Mertes
5365 West Atlantic Avenue
Suite 501
Delray Beach, Florida 33484

Tara Bryon
5365 West Atlantic Avenue
Suite 501
Delray Beach, Florida 33484

IX.
INFORMAL SHAREHOLDER ACTION

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X.
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

XI.
INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings, evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XII.
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XIII.
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and Shareholders, provided that such amendment be in compliance with the laws of Florida governing a professional service corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 18 day of November, 1997.



Rick Mertes
Incorporator

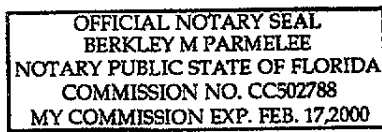
STATE OF FLORIDA

COUNTY OF Florida

BEFORE ME, the undersigned authority, personally appeared Rick Mertes who, to me is personally known to be the person described in and who executed the foregoing Articles of Incorporation as the incorporator of V.I.P. PHOTO STUDIO, INC., and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in said County and State,
this 18th day of November, 1997.


Print: _____
Notary Public
My Commission expires: _____



**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE
STATE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

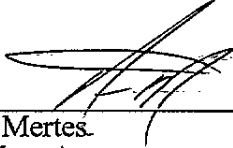
In compliance with the requirements of Chapter 48.091, Florida Statutes, the following is submitted:

V.I.P. PHOTO STUDIO, INC.

under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, has named Rick Mertes at 5365 West Atlantic Avenue, Suite 501, Delray Beach, Florida 33484, as its agent to accept service of process with this State.

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I, the undersigned, hereby accept to act in the capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



Rick Mertes
Resident Agent

kellivarticles\VIPphoto

FILED
97 NOV 20 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA