

Charter Number Only

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VALIDATION ONLY

FILED
97 NOV 25 PM 1:49
STATE

Requestor's Name

Address

City

State

ZIP

Phone

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*****70.00 *****70.00

CORPORATION(S) NAME

Dreamworks Photo Retouching, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> After 4:30
		<input type="checkbox"/> Mail Out

RECEIVED
97 NOV 25 AM 10:28
DIVISION OF CORPORATIONS



Empire Toll Free: 1-800-432-3028

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

K. Rolfe NOV 25 1997

November 18, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: DREAMWORKS PHOTO RETOUCHING, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00.

This represents the cost of the filing fees, copy of Articles of Incorporation and fee for registered agent designation for the above named corporation.

Very truly yours,

A handwritten signature in cursive script, reading "John A. Benedict". The signature is written in dark ink and is positioned below the typed name "John A. Benedict".

ARTICLES OF INCORPORATION

of

DREAMWORKS PHOTO RETOUCHING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

DREAMWORKS PHOTO RETOUCHING, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue SIX HUNDRED shares (600) of ONE Dollar(s) (\$1) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPLE OFFICE

The name and street address of the Initial Registered Agent of this Corporation is:

JOHN BENEDICT
1501 N.W. 10TH STREET
BOCA RATON,

FL

33486

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

JOHN BENEDICT
1501 N.W. 10TH STREET
BOCA RATON, FL

33486

SHAWN BENEDICT
1501 N.W. 10TH STREET
BOCA RATON, FL

33486

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

JOHN BENEDICT
1501 N.W. 10TH STREET
BOCA RATON, FL

33486

IN WITNESS WHEREOF, the undersigned director(s) have executed these Articles of Incorporation this 24th day of November, 1997.

John A. Benedict II

STATE OF FLORIDA

COUNTY OF Broward

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

John A. Benedict II

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that He executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 24th day of November, 1997.

(Notary Seal)

Laura Streimer
(Notary Public, State of Florida at Large)

My Commission expires:



LAURA STREIMER
MY COMMISSION # CC390567 EXPIRES
July 7, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

DREAMWORKS PHOTO RETOUCHING, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 1501 N.W. 10th Street, Boca Raton, FL 33486 has named John Benedict located at the aforesaid address, as its Registered Agent to accept service of process within this state. The principal and mailing address of the corporation is the same as the registered agent.

ACKNOWLEDGEMENT

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 agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA