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LAW OFFICES OF MICHAEL MORAN

100 SECOND STREET

SUITE 850

SARASOTA, FLORIDA 34236

MICHAEL MORAN

MICHELE S. STEPHAN

WILLIAM L. EWELL, JR.*

*ALSO ADMITTED IN MARYLAND

941/366-1800

FAX 941/954-7101

December 8, 1997

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Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32399

Re: Autos'N'Photos, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm check in the amount of \$122.50 which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	\$ 35.00
TOTAL	\$122.50

Please file the original Articles of Incorporation and return a certified copy to our office at the above address.

If you have any questions, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,



Michael Moran

Enclosures

va.King.L02

FILED
97 DEC 10 PM 12:2
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CP
12-10-97

ARTICLES OF INCORPORATION

OF

AUTOS'N'PHOTOS, Inc.

FILED
91 DEC 10 PM 12:27
STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of AUTOS'N'PHOTOS, Inc., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME AND PRINCIPAL OFFICE

AUTOS'N'PHOTOS, Inc.
5666 Gardens Drive
Sarasota, Florida 34243

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

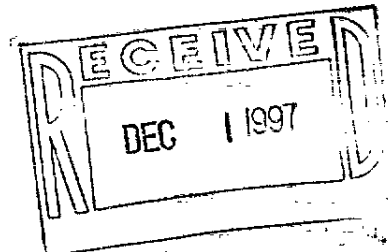
ARTICLE III. DURATION

The corporation will have a perpetual existence.

ARTICLE IV. PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

(a) To engage in every aspect and phase of photography and sales of automobiles including antique and rare automobiles and all other lawful businesses.



(b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$ 1 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of common stock shall not have, solely because of his holdings of

common stock, a right to purchase shares of preferred stock that may be issued.

A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5666 Gardens Drive, Sarasota County, Sarasota, Florida 34243, and the name of the corporation's initial registered agent at that address is Michael Moran.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have one (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial director is:

<u>Name</u>	<u>Address</u>
Bruce King	5666 Gardens Drive, Sarasota, Florida 34243
Barbara Valentine	5666 Gardens Drive, Sarasota, Florida 34243

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Bruce King	5666 Gardens Drive, Sarasota, Florida 34243

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

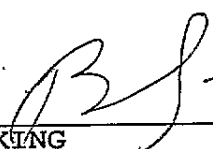
ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed these Articles of Incorporation this 24 day of November, 1997.



BRUCE KING

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That AUTOS'N'PHOTOS, Inc., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 5666 Gardens Drive, County of Sarasota, Florida 34243, has named MICHAEL MORAN, located at that address, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.



MICHAEL MORAN

CORPORAT.AOI

FILED
97 DEC 10 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA