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SAENZ, ROBLEDO, SAX & COMPANY, P.A.

CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

8180 N.W. 36 STREET, #100 • MIAMI, FLORIDA 33166-6650

Telephone: 305 477-6969 • Fax: 305 592-9699

Email: consult@srscpa.com

EDUARDO S. GONZALEZ, C.P.A.

LAUREN S. PURTZ, C.P.A.

ANTHONY ROBLEDO, C.P.A.

RAUL M. SAENZ, C.P.A.

ROBERT J. SAX, C.P.A.

SHABIR H. SONGERWALA, C.P.A.

CIRA H. VILLAZON, C.P.A.

TRACY D. WEINTRAUB, C.P.A.

FT. LAUDERDALE OFFICE

1244 N. University Drive

Plantation, Florida 33322

Telephone: 954 370-2727

Fax: 954 370-2776

January 22, 1998

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

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-01/26/98-01078-007

****122.50 ****122.50

Ladies and Gentlemen:

Enclosed please find an original with a copy of the Articles of Incorporation of Phototrader, Inc. Also included is a check in the amount of \$122.50.

Kindly process the Articles of Incorporation and forward the necessary documentation to our office.

Thanking you in advance, I remain,

Sincerely,

Raul M. Saenz

RAUL M. SAENZ

For The Firm:

SAENZ, ROBLEDO, SAX & COMPANY, P.A.

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PHOTOTRADER, INC.

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The undersigned Subscribers who are of legal age and competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt and acknowledge the following Articles of Incorporation for this Corporation:

ARTICLE I

The name of this Corporation shall be:

Phototrader, Inc.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all powers to the same extent as natural persons might or could do and specifically the corporation may engage in any activity or business permitted under the laws of the United States and/or the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 7500 shares of common stock at \$1 par value.

Said stock shall be payable in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, at such valuation as may be determined, from time to time, by the Board of Directors of the Corporation.

ARTICLE IV

This Corporation shall exist perpetually, unless sooner dissolved according to law, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE V

The street address of the initial principal office of this Corporation is 8180 N.W. 36 Street, #100 Miami, Florida 33166 and the name of the initial Registered Agent of this Corporation is Raul M. Saenz.

ARTICLE VI

The number of directors of this Corporation shall initially be one (1). The Corporation shall be managed by the Board of Directors. The exact number of directors may be increased or decreased, from time to time, by the By Laws of the Corporation, but at no time shall there be less than one Director.

The names and street addresses of the initial Directors of the Corporation, who shall hold office for the first year or until successors are elected or appointed and have qualified, shall be:

NAME :	ADDRESS:
Nando Mastrodicasa - President	8180 N.W. 36 Street, #100 Miami, Florida 33166
Donna Mastrodicasa - Vice-President	8180 N.W. 36 Street, #100 Miami, Florida 33166

ARTICLE VII

The name and mailing address of the Subscribers are:

NAME:	ADDRESS:	SHARES:
Nando Mastrodicasa	8180 N.W. 36 Street, #100 Miami, Florida 33166	

ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, partnership person or other entity and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors, officers or stockholders of this Corporation are pecuniarily or otherwise interested therein, or are directors, officers or stockholders thereof. Any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director, and officer or a stockholders of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director, officer or stockholder of such corporation, or not so interested.

ARTICLE IX

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner now or hereafter prescribed by statute, and any rights conferred upon the stockholders are subject to reservation.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The Corporation shall have first lien on the shares of its members, and upon the dividends due them, for any indebtedness of such members to the Corporation.

IN WITNESS WHEREOF, the undersigned being the original Subscribers to the capital stock hereinabove named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true and agreeing to take the number of shares hereinabove set forth, this 22nd day of January 1998.

X Nando Masferrer

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT- PHOTOTRADER, INC.

DESIRING TO ORGANIZE TO QUALIFY UNDER THE LAWS OF THE STATE OF

FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF

FLORIDA HAS NAMED RAUL M. SAENZ LOCATED AT 8180 N.W. 36 ST.#100

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF

PROCESS WITHIN FLORIDA.

SIGNATURE X Nando Mastoducias

SIGNATURE _____

TITLE X PRESIDENT.

TITLE _____

DATE 1/22/98

DATE _____

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

SIGNATURE

Raul M Saenz

DATE

January 22, 1998

FILED
98 JAN 26 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA