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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FOTO BEN CORP.

AUDIT NUMBER.....H98000004444

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

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION

OF

FOTO BEN CORP.

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ARTICLE I. CORPORATE NAME AND ADDRESS

The name of this corporation is FOTO BEN CORP. and the address of the initial principal office is 4115 Boston Court, Weston, Florida 3331.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STRUCTURE AND COMMON STOCK

A. The Board of Directors can create any type of Capital Structure necessary for the operation of the Corporation. There can be different stocks of Par Value and Non-Par Value.

B. The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with voting rights.

C. This corporation shall issue 200 shares of common stock with voting rights to each of the two officers with 600 shares being held by the parent corporation in Venezuela, Foto Ben CA, Avenida Universidad, Esquina Pedrera, EDF, La Nacional, Local 8, Caracas, Venezuela.

Jeanette E. Smith, Esq. **ARTICLE IV. VOTING**

Bar # 9729110
9090 SW 84 Ct
Miami, FL 33156
(305) 545-3131

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One share of voting right common stock is equal to one vote.
The affirmative vote of a majority of the directors is necessary
for any matter voted upon.

ARTICLE V. TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing
upon filing of these articles.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial
Registered Office of this Corporation in the State of Florida
shall be:

Jeanette E. Smith, Esq.
9090 SW 84 Court
Miami, Florida 33156

The Board of Directors from time to time may move the Registered
Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have 2 directors initially. The
number of directors may be increased or diminished from time to
time by Bylaws adopted by the stockholders, but shall never be
less than one. The names and addresses of the initial directors

are:

Pinna Bergsztin
4115 Boston Court
Weston, FL 33331

Sarita Bergsztin Bittan
4115 Boston Court
Weston, FL 33331

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these

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Articles of Incorporation as the Incorporator is:

Jeanette E. Smith, Esq.
9090 SW 84 Court
Miami, Florida 33156

ARTICLE IX. OFFICERS

Subject to the discretion of the Board of Directors, the affairs of the Corporation shall be administered by its officers, as designated herein, who shall serve at the pleasure of the Board of Directors. Officers can be elected or appointed as determined by the Board, and may also be terminated by the Board. All other regulations concerning officers shall be determined by the Bylaws of the Corporation. Any individual can hold one or more positions as necessity dictates. The name and addresses of the initial officers are:

President/Secretary:	Pinna Bergsztin 4115 Boston Court Weston, FL 33331
Vice President/Treasurer:	Sarita Bergsztin Bittan 4115 Boston Court Weston, FL 33331

ARTICLE X. AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention

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that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 3rd day of March, 1998.


Jeanette E. Smith, Esq.
Incorporator

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ACCEPTANCE OF REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Foto Ben Corp., desiring to organize under the laws of the State of Florida, has named Jeanette E. Smith, located at, . 9090 SW 84 Court, Miami, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Jeanette E. Smith, Esq.
REGISTERED AGENT

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