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Law Offices of
Joseph B. Merlin

FILED
98 APR 17 AM 10:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (305) 573-3000
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3550 BISCAYNE BLVD.
SUITE 610
MIAMI, FLORIDA 33137

April 14, 1998

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

RE: DANIEL BALDA PHOTOGRAPHY, INC.

Dear Sir:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with check in the amount of \$122.50 to cover the filing fee, certified copy charge, designation of registered agent and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Thank you.

Very truly yours,


JOSEPH B. MERLIN

JBM:gml

Enc.

P. Hall
APR 20 1998

ARTICLES OF INCORPORATION

OF

DANIEL BALDA PHOTOGRAPHY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida

ARTICLE I
NAME

The name of the corporation shall be: **DANIEL BALDA PHOTOGRAPHY, INC.**

ARTICLE II
NATURE OF BUSINESS

This corporation may engage in or transact any all lawful legal services permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having a \$1.00 par value per share.

ARTICLE IV
ADDRESS OF REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3550 Biscayne Blvd., Suite 610, Miami, Florida 33137, and the name of the initial registered Agent for the corporation at that address is **JOSEPH B. MERLIN**, which agent, pursuant to Florida Statute 48.091, shall accept service of process within this state.

ARTICLE V
SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate offices to accomplish this compliance.

ARTICLE VI
TERM OF EXISTENCE

This corporation shall exist perpetually.

**ARTICLE VII
INITIAL BUSINESS ADDRESS**

The initial business address of the corporation shall be as follows: 235 Antilla Avenue, #5, Coral Gables, Florida 33134.

**ARTICLE VIII
BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the by-laws. The name and address of the initial director of this corporation is:

Name	Officer	Address
DANIEL BALDA	President	235 Antilla Avenue #5 Coral Gables, FL 33134

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of the corporation from and against any and all claims and liabilities to which such person shall become subject by reason of this having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by him in connection with any claim or liability as to which it gross shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in or are directors or officers of such corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the board of directors or such members thereof as shall be present of any meeting of the board at which action upon any such contract or transaction shall be taken; and any director of the corporation is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such

contract or transaction, any may vote there to authorize any such contract or transaction with like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

ARTICLE VIX DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of corporation, be distributed to the shareholders, pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him or her.

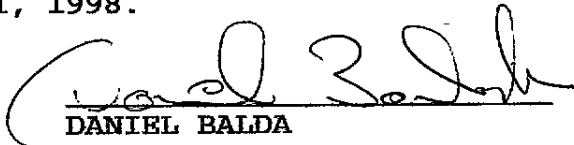
ARTICLE X INCORPORATOR

The name and address of the person signing these Articles is DANIEL BALDA, 235 Antilla Avenue, #5, Coral Gables, Florida 33134.

ARTICLE XI BY LAWS

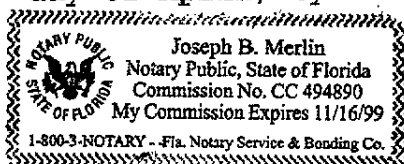
The power to adopt, alter, amend, or repeal any provisions of the Articles of Incorporation or by the by-laws shall be vested in the shareholders and the board of directors.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this day of April, 1998.


DANIEL BALDA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was executed and acknowledged before me this 15 day of April, by DANIEL BALDA.



NOTARY PUBLIC STATE OF FLORIDA
Signature 
Print Name Joseph B Merlin

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

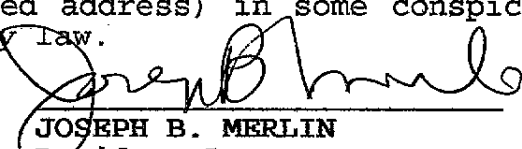
The following is submitted in compliance with the laws of the State of Florida;

DANIEL BALDA PHOTOGRAPHY, INC., a corporation organizing under

the laws of the State of Florida, with its principal office located at 235 Antilla Avenue, #5, Coral Gables, Florida 33134, has named JOSEPH B. MERLIN, whose address is 3550 Biscayne Blvd., Suite 610, Miami, Florida 33137, as its Agent to accept service of process within this State.

ACCEPTANCE

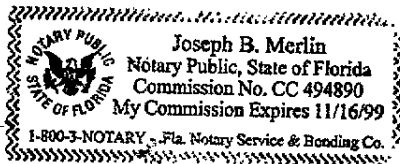
I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.


JOSEPH B. MERLIN
Resident Agent

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared DANIEL BALDA, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 11 day of April, 1998.



NOTARY PUBLIC
Sign: 
Print: JOSEPH B MERLIN
STATE OF FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA