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APRIL 16, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 17 PM 12:52

SECRETARY OF STATE
DIVISION OF INCORPORATION
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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-04/17/98--01103--011
***122.50 ***122.50

SIR RICHARD PHOTOS, INC.
11260 S.W. 137TH AVENUE
MIAMI, FL. 33186

DEAR GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLES OF
INCORPORATION TOGETHER WITH MY CHECK IN THE AMOUNT OF \$122.50

THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF
ARTICLES OF INCORPORATION AND FEE FOR REGISTERED AGENT
DESIGNATION FOR THE ABOVE NAMED CORPORATION.

VERY TRULY YOURS,

x *Doris Jean Lovings Young*
DORIS JEAN LOVINGS YOUNG
11260 S.W. 137TH AVENUE
MIAMI, FL. 33186

D. BROWN APR 20 1998

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ARTICLES OF INCORPORATION

OF

**SIR RICHARDS PHOTOS, INC.
11260 S.W. 137TH AVENUE
MIAMI, FLORIDA 33186**

ARTICLE I

THE NAME OF THIS CORPORATION IS AS ABOVE AND THE PRICIPAL OFFICE AND MAILING ADDRESS IS; 11260 S.W. 137TH AVENUE, MIAMI, FLORIDA 33175.

ARTICLE II

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED BY LAW.

ARTICLE III

THIS CORPORATION IS ORGANIZED FOR THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS AS MAY IS PERMITTED BY LAW

ARTICLE IV

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 SHARES OF NO PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED AS COMMON SHARES

ARTICLE V

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARE (S) THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE WHICH IS TO OTHERS.

ARTICLE VI

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS, 11260 S.W. 137TH AVENUE, MIAMI, FL. 33175 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THE ADDRESS IS; DORIS JEAN LOVINGS YOUNG.

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY, THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BYLAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF THE INITIAL BOARD OF DIRECTOR AND OFFICER OF THIS CORPORATION IS;

**DORIS J. L. YOUNG
11260 S.W. 137TH AVE.
MIAMI, FL. 33186**

PRESIDENT

**RICHARD YOUNG
11260 S.W. 137TH AVE.
MIAMI, FL. 33186**

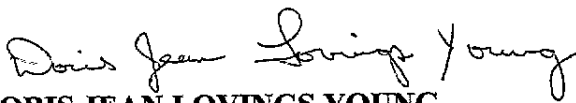
VICE-PRESIDENT

**RICHARD YOUNG
11260 S.W. 137TH AVE.
MIAMI, FL. 33186**

SECRETARY/TREASURER

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR SIGNING THESE ARTICLES OF INCORPORATION IS;


**DORIS JEAN LOVINGS YOUNG
11260 S.W. 137TH AVENUE
MIAMI, FL. 33186**

ARTICLE IX

THE POWER TO ADOPT, OR REPEAL BY LAWS SHALL BE VESTED IN THE POWER OF THE BOARD OF DIRECTORS AND THE SHAREHOLDERS

ARTICLE X

THE APPROVAL OF THE SHAREHOLDER OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE, WHETHER SUCH APPROVAL OF REQUIRED BY LAW.

ARTICLE XI

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWER ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE XII

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN SPECIAL MEETINGS OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW, BUT REGULAR MEETING OF THE BOARD OF DIRECTORS MUST BY ATTENDED IN FACT BY EACH DIRECTOR IN PERSON.

ARTICLE XIII

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTORS OR ANY FORMER OFFICERS OR DIRECTORS, TO THE FULLEST EXTENT PERMITTED BY LAW.

ARTICLE XIV

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE EXCLUSIVE AUTHORITY TO FIX THE COMPENSATION OF DIRECTORS OF THIS CORPORATION.

ARTICLE XV

THIS CORPORATION HOLDS THE RIGHT TO AMEND OR APPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDED HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

STATE OF FLORIDA)

SS

COUNTY OF DADE)

**BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGEMENT IN THE STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED,**

Richard M. Gueb.....

DORIS JEAN LOUINGS YOUNG.....

Doris Jean Louings Young.....

**KNOWN TO ME AND KNOWN TO BE THE PERSON (S) WHO EXECUTED
THE FORGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGE
BEFORE ME THAT THEY EXECUTED THESE ARTICLES OF INCORPORATION.**

**IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL,
IN THE STATE AND COUNTY AFORESAID, THIS 16TH DAY OF APRIL, 1998.**



WARREN HART
My Commission CC421748
Expires Nov. 20, 1998
Bonded by NFNU
800-224-6368

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS
HAVE EXECUTED THESE ARTICLES OF INCORPORATION, THIS 16TH DAY OF
APRIL, 1998 AT MIAMI, COUNTY OF DADE, STATE OF FLORIDA

Rubaul B. Gudi.....

Doris Jean Loungs Young.....

Doris Jean Loungs Young.....



WARREN HART
My Commission CC421748
Expires Nov. 20, 1998
Bonded by NFNU
800-224-6368

Warren Hart

NOTARY PUBLIC STATE OF FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT
SERVICE FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THE AFOREMENTIONED ARTICLES OF INCORPORATION, I
HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO
ACT IN THE CAPACITY. I FURTHER AGREE TO COMPLY WITH THE
PERFORMANCE OF MY DUTIES AND I AM FAMILAR WITH AND ACCEPT THE
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.**

X. Doris Jean Lovings Young
.....
**DORIS JEAN LOVINGS YOUNG
11260 S.W. 137TH AVENUE
MIAMI, FLORIDA 33186**

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