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April 30, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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RE: Fenton Art & Photography, Inc.

Gentlemen:

Enclosed are the following:

1. Original and copy of the articles of incorporation of the above referenced corporation.
2. Duly executed registered agent form.
3. Check to cover your fees.

Thank you for your kind attention to this matter.

Very truly yours,

Mercy Hernandez
MERCY HERNANDEZ

Enclosures

FILED
98 MAY -4 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
5/5/98

FILED

ARTICLES OF INCORPORATION
OF
FENTON ART & PHOTOGRAPHY, INC.

98 MAY -4 PM 12:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article 1. Name

The name of this corporation is
FENTON ART & PHOTOGRAPHY, INC.

Article 2. Principal Office

The principal office and the mailing address of the corporation is:

6987 S.W. 53rd lane
Miami, Florida 33155

Article 3. Duration

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

Article 4. Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

Article 5. Capital Stock

The corporation is authorized to issue One Hundred Fifty (150) shares at Fifty (\$50) Dollars par value.

Article 6. Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows:

Aliette Fenton
6987 S.W. 53rd Lane
Miami, Florida 33155

Article 7. Initial Board of Directors

This corporation shall have one directors initially.

The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial directors of this corporation are:

Aliette Fenton
6987 S.W. 53rd Lane
Miami, Florida 33155

Article 8. Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is:

Aliette Fenton
6987 S.W. 53rd Lane
Miami, Florida 33155

Article 9. Amendment of Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

Article 10. Pre-emptive Rights

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Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Article 11. Removal of Directors

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

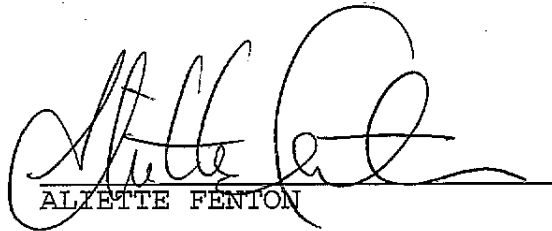
Article 12. Indemnification

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

Article 13. Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

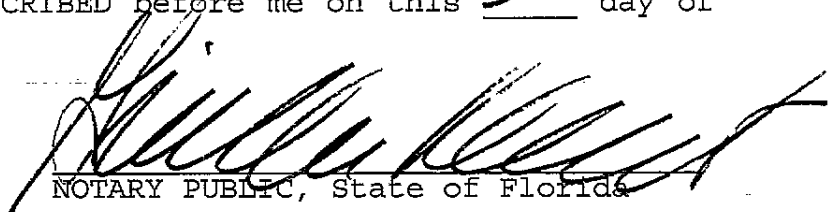
IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 30 day of APRIL, 1998.


ALINETTE FENTON

STATE OF FLORIDA)
)
COUNTY OF DADE) ss:

BEFORE ME, the undersigned authority, personally appeared, ALINETTE FENTON, to me known to be the person, who executed the foregoing Articles of Incorporation after producing Florida driver's license, and she, they, acknowledged to and before me that he, she, they, executed such instrument.

SWORN TO AND SUBSCRIBED before me on this 30 day of April, 1998.


NOTARY PUBLIC, State of Florida

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE AND DESIGNATING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED.

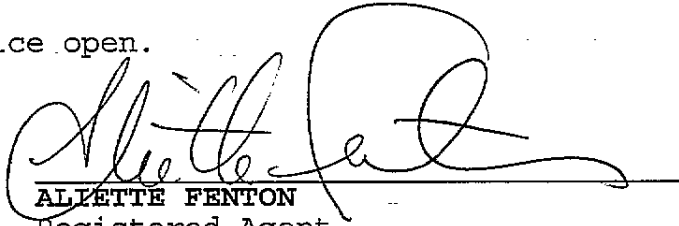
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That FENTON ART & PHOTOGRAPHY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named ALIETTE FENTON, located at 6987 S.W. 53rd Lane, City of Miami, County of Dade, State of Florida, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.


ALIETTE FENTON
Registered Agent