

SEP 7 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 7, 1998

ACCOUNTING PROFESSIONALS GROUP, INC.
6220 S. ORANGE BLOSSOM TRAIL
SUITE 142
ORLANDO, FL 32809

SUBJECT: PHOTOS & FOTOS, INC.
Ref. Number: W98000007775

We have received your document for PHOTOS & FOTOS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 498A00018486

ARTICLES OF INCORPORATION
OF
PHOTO POINT, INC.

FILED
98 JUN -9 PM 2:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this Corporation is PHOTO POINT, INC.
initial address: 9521 S. Orange Blossom Trail Ste 116, Orlando,
Florida 32837.

EFFECTIVE DATE
6.5.98

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing
on June 5, 1998.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted
under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares
of Ten (\$10.00) Dollar par value common stock, which shall be
designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and
office of this Corporation is Mauricio Reis,
9521 S. Orange Blossom Trail Ste 116, Orlando, Florida 32837.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have Three (3) Directors, initially. The number of Director/s may be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Mauricio Reis	9521 S. Orange Blossom Trail Ste 116 Orlando, Florida 32837
Sandro Marcelo More	9521 S. Orange Blossom Trail Ste 116 Orlando, Florida 32837
Maria Carolina Hubner De Abreu	9521 S. Orange Blossom Trial Ste 116 Orlando, Florida 32837

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as

nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

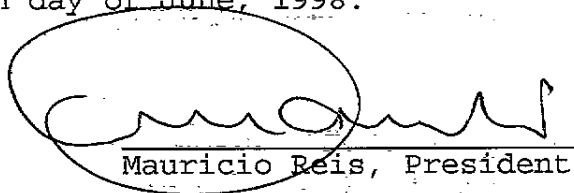
The name and address of the person signing these Articles is

Mauricio Reis, 9521 S. Orange Blossom Trail Ste 116, Orlando, Florida 32837.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

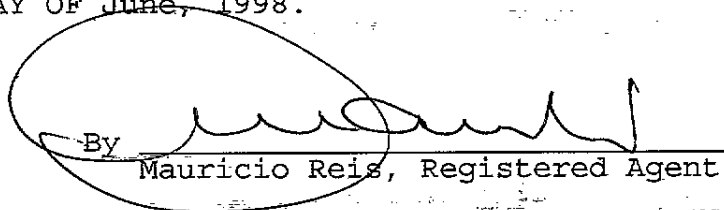
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of June, 1998.


Mauricio Reis, President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES,

DATED THIS 5th DAY OF June, 1998.

By 
Mauricio Reis, Registered Agent

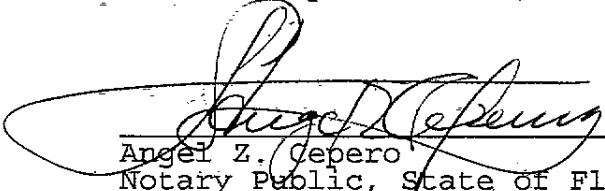
STATE OF FLORIDA

ORANGE COUNTY

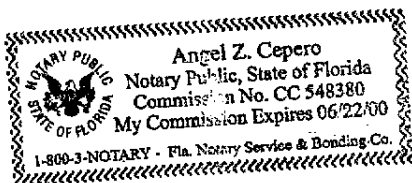
Before me, a Notary Public authorized in the State and County set forth above, personally appeared Mauricio Reis, known to me and known by me to be the person who, as Incorporator of PHOTO POINT, INC., and he acknowledged before me that he executed those Articles of Incorporation.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Mauricio Reis, known to me and known by me to be the person who, as Registered Agent of PHOTO POINT, INC., and accepts the obligations and duties of the position of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th, day of June, 1998.


Angel Z. Cepero
Notary Public, State of Florida
at Large

My Commission Expires:



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98 JUN -9 PM 2:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA