



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 866241 4326544

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 78.75

ORDER DATE : June 23, 1998

ORDER TIME : 1:36 PM

ORDER NO. : 866241-015

CUSTOMER NO: 4326544

CUSTOMER: Ms. Michele Beauvais-wagoner
WHITE & CASE

49th Floor
200 S. Biscayne Boulevard
Miami, FL 33131

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 23 AM 9:32

DOMESTIC FILING

NAME: FIRST PHOTO U.S.A., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

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98 JUN 23 PM 3:28
DIVISION OF CORPORATIONS

10/24/98

ARTICLES OF INCORPORATION
OF
FIRST PHOTO U.S.A. INC.

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The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I
Name and Principal Office of Corporation

The name of this Corporation shall be FIRST PHOTO U.S.A. INC. The initial mailing address of the Corporation shall be 121 King Street West, Suite 1040, P.O. Box 5, Toronto, Ontario, Canada M5H 3T9.

ARTICLE II
Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III
Stock

The total authorized capital stock of the Corporation shall be 1,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Edward E. Sawyer
White & Case LLP
200 S. Biscayne Boulevard, Suite 4900
Miami, Florida 33131

ARTICLE V
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be c/o Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301. The name of the initial Registered Agent of this Corporation at the above address shall be - Corporation Service Company.

ARTICLE VII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of one person.

ARTICLE VIII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, is as follows:

Alan L. Sayers
121 King Street West
Suite 1040, P.O. Box 5
Toronto, Ontario
Canada M5H 3T9

ARTICLE IX
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

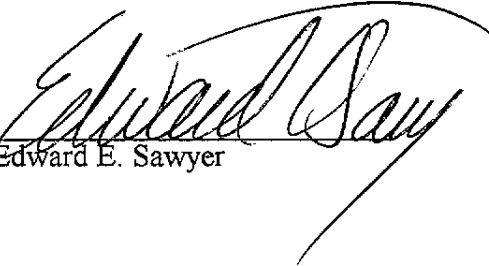
ARTICLE X
Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 22nd day of June, 1998.

By: 
Edward E. Sawyer

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

FILED
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DIVISION OF CORPORATIONS
98 JUN 23 AM 9:32

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

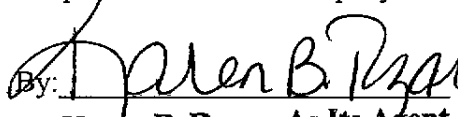
FIRST PHOTO U.S.A. INC., desiring to organize as a corporation under the laws of the State of Florida, has designated c/o Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301, as its initial Registered Office and has named Corporation Service Company, located at said address as its initial Registered Agent.

By:


Edward E. Sawyer
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Corporation Service Company

By: 
Karen B. Rozar, As Its Agent
Registered Agent