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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: DIGITAL PHOTO PROMOTIONS, INC.

AUDIT NUMBER.....H98000016456

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION
OF
DIGITAL PHOTO PROMOTIONS, INC.**

The undersigned does hereby execute, acknowledge and file the following **ARTICLES OF INCORPORATION** for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **DIGITAL PHOTO PROMOTIONS, INC.** The principal offices of the corporation shall be: 8994 SW 59th Court, Cooper City, FL 33328

ARTICLE II

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with Secretary of State of Florida.

ARTICLE III

This corporation is organized to transact any or all lawful business permitted under the laws of the State of Florida.

Prepared By:
Kenneth A. Friedman, Esq.
Attorney for Corporation
2020 N.E. 163 Street, Suite 300
North Miami Beach, FL 33162
(305) 944-9100
Florida Bar No. 0319848

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ARTICLE IV

The street address of the initial registered office of this corporation and its initial registered agent are:

KENNETH A. FRIEDMAN, Registered Agent
2020 N.E. 163 Street, Suite 300
North Miami Beach, Florida 33162

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue shall be One Thousand (1,000) shares of common stock at \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever.

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ARTICLE VI

Unless otherwise determined by the Board of Directors of this corporation, no shareholders shall be entitled as such, as a matter of right, to purchase, subscribe for, or receive any right or rights to subscribe for:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by these Articles of Incorporation as originally filed or by any amendment or amendments thereof, or out of shares of stock of the corporation acquired by it after the issuance of such shares, and whether issued for cash, labor done, personal property, or real property or leases; or

B. Any obligation that the corporation may issue or sell that is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or appurtenant any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VII

The holders of stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagements of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation; nor shall stock of this corporation be liable to assessment for any purpose.

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ARTICLE VIII

This corporation shall have at least one (1) director(s), with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name of the first director of the corporation, who shall hold office for the first year, until the election of the additional directors at the organizational meeting, or until their successors are duly elected and qualified, shall be: Melvin Englander 8994 SW 59th Court, Cooper City, FL 33328.

ARTICLE IX

The name and address of the incorporator is: Melvin Englander 8994 SW 59th Court, Cooper City, FL 33328.

CERTIFICATE DESIGNATING PLACE OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN THIS STATE, AND NAMING

AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

DIGITAL PHOTO PROMOTIONS, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 2020 N.E. 163 Street, Suite 300, North Miami Beach, Florida 33162 and has named KENNETH A. FRIEDMAN as its registered agent to accept service of process within this State.

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ACKNOWLEDGEMENT

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

By: Kenneth A. Friedman
KENNETH A. FRIEDMAN

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and execute these ARTICLES OF INCORPORATION on this 28th day of AUGUST, 1998.

By: Melvin Englander
MELVIN ENGLANDER

FILED
98 SEP -4 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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