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Florida Department of State

Division of Corporations

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Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

MIAMI PHOTO II, INC.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 16, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: MIAMI PHOTO II, INC.
REF: W98000023588

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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THE CONFLICT IS MIAMI PHOTO, INC., DOC. NUMBER P93000085176

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Michelle Milligan
Document Specialist


FAX Aud. #: H98000019283
Letter Number: 598A00051321

**MIAMI PHOTO, INC.
3899 BIRD ROAD
MIAMI, FL 33146**

October 16th, 1998

TO WHOM IT MAY CONCERN

**I, Carlos G. Osorio, authorize Mario T. Barbur, to use the name of
Miami Photo II, Inc. for his business as a second name, which will be
located at 8150 S.W. 8th Street, Suite 106. Miami FL 33144**


**CARLOS G. OSORIO
PRESIDENT
MIAMI PHOTO, INC.**

Articles Of Incorporation

MIAMI PHOTO II, INC.

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the laws of the state, providing for the information liabilities, rights, privileges and immunities of a corporation for profit.

Article I

Name, Address and Agent

The name of this corporation shall be:

MIAMI PHOTO II, INC.

(hereinafter referred to as the corporation.) Its registered and principal office shall be located at: 8150 SW 8th STREET

SUITE #106, MIAMI, FL. 33144

in the County of Dade. Its Registered Agent shall be

MARIO T BARBUR, located at 8150 SW 8th STREET
SUITE #106, MIAMI, FL. 33144

County of Dade, State of Florida.

Article II

Nature of Business

Section I. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. To carry on business in the United States or any foreign-country or countries, to buy, sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of

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930 E. 16 Pl
Hialeah, Fl. 33010
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all types, both as principal and agent, in any part of the world.

b. To enter into, make, perform and carry out contracts of every kind and for the lawful purpose with any person, firm, association and/or corporation.

c. To exchange in the currency of foreign countries and the currency of the United States.

d. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company, and to secure the same by mortgage pledge, deed or _____ trust, or otherwise.

e. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.

f. To do all such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient, or the proper for the accomplishment of any of the purposes of attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expediente for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted hereby included in and made a part thereof by reference.

h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon the corporations of this character.

i. NONE

**ARTICLE III
CAPITAL STOCK**

The capital stock of the corporation shall consist of:
a ONE HUNDRED (100) shares of \$1.00 per value. For incorporation purposes, each share will have a nominal value set at -ONE DOLLAR-
_____ (\$1.00) per share as consideration.

b. Said shares of common stock to have par value. All shares to be issued fully paid and non-assessable. The capital stock of this Corporation may be paid in lawful money of the United States or in property labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in the control of the management of the corporation.

d. The holders of these shares of common stock are to have pre-emptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a shareholder's meeting, the shareholder may vote his share or shares by proxy, one share representing one vote.

**Article IV
Initial Capital**

The amount of capital with which the corporation shall begin business shall be no less than ONE HUNDRED DOLLARS (\$100.00)

**Article V
Terms of Existence**

The corporation shall have perpetual existence.

**Article VI
Board of Directors**

The Board of Directors shall consist of no less than ONE (1) persons.

Article VIIInitial Directors and Officers

The name and addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-laws and the Act of Legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

<u>Title</u>	<u>Name:</u>	<u>Address:</u>
PRES-SEC-TREAS	MARIO T. BARBUR	2895 SW 19th STREET MIAMI, FL. 33145

Article VIIISubscribers

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take are as follows:

<u>Name & Title</u>	<u>Address</u>	<u>Shares</u>
MARIO T BARBUR PRES-SEC-TREAS	2895 SW 19th STREET MIAMI, FL. 33145	100

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

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

First: That MIAMI PHOTO II, INC.

desiring to organize under Laws Of the State of FLORIDA, with its principal office, as indicated in the articles of Incorporation at 8150 SW 8th STREET SUITE #106, MIAMI, FL. 33144

County of MIAMI-DADE State of Florida, Has named: _____

MARIO T BARBUR

located at 8150 SW 8th STREET, SUITE #106, MIAMI, FL. 33144

(Street address and number of Building)

City of MIAMI County of MIAMI-DADE

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT.-Must be signed by designated agent.

Having been named to accept service of process from the above-stated Corporation, at place designated in this certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

By: Mario T. Barbur

Resident Agent

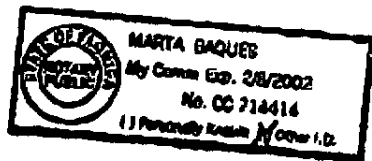
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I HEREBY CERTIFY that on this 16th day of OCTOBER
 19 98, before me personally appeared MARIO T BARBUR
 and _____, President and
 Secretary-Treasurer respectively, to me well known to be the
 persons described as subscribers in and who executed the
 foregoing ARTICLES OF INCORPORATION and acknowledged before me
 that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my official seal
 and hand at HYALBAH, Dade County, this 16th day
 of OCTOBER, 1998 A.D.

My Commission Expires:

[Signature]
 Notary Public, State of Fl.



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