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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 PM 4:24

B.H. PHOTO INC.
C/O LEE DRELICH CPA
8211 W. BROWARD BLVD. #200
PLANTATION, FL. 33324

January 7, 1999

Department of State
Division of Corporations
Tallahassee, FL. 32302

300002736293--5
-01/11/99-01071-011
*****78.75 *****78.75

Subject: B.H. PHOTO INC.
Proposed Name of Corporation

Enclosed, you will find the sum of \$78.75 to cover the cost of filing and one original and one copy of the Articles of Incorporation for the above named.

Thanking you in advance,

Sarah Harari

SARAH HARARI
PRESIDENT

BROWN JAN 12 1999

ARTICLES OF INCORPORATION
OF

B.H. PHOTO INC.

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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

B.H. PHOTO INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Principal Place of Business:

Mailing Address:

**1233 N.W. 110TH ST.
CORAL SPRINGS, FL. 33071**

**8211 W. BROWARD BLVD. #200
PLANTATION, FL. 33324**

Phone Number: **(954) 472-3124**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares (1000.) at One Dollar (\$1.00) par value per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**LEE DRELICH
8211 W. BROWARD BLVD. #200
PLANTATION, FL. 33324**

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporators to these Articles of incorporation and the office each shall hold is(are): and the number of shares he (she) has subscribed to.

President

SHARES

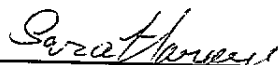
**SARAH HARARI
1233 N.W. 110TH ST.
CORAL SPRINGS, FL. 33065**

1,000

Secretary/Treasurer

**ALBERT HARARI
1233 N.W. 110TH ST.
CORAL SPRINGS, FL. 33065**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation 07 day of January, 1999.



Signature - President



Signature - Sect./Treasurer

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

B.H. PHOTO INC.

2. The name and address of the registered agent and office is:

LEE DRELICH
8211 W. BROWARD BLVD. #200
PLANTATION, FL. 33324

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Signature

01/07/99

Date