

P99000005696

LISA ALONSO
7039 S.W. 115th Place, Unit B
Miami, Florida 33173
(305) 270-2073

January 13, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-01/15/99--01076--001
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Re: Articles of Incorporation of Xtreme Photography, Inc.

Dear Sir or Madam:

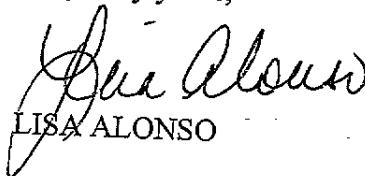
I have enclosed an original and one copy of the above-referenced Articles of Incorporation for filing with the Secretary of State, State of Florida.

Also enclosed are two checks totaling the amount of \$78.75 representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	\$ 8.75
Registered Agent Designation	\$35.00

Please return the certified articles to the undersigned after filing. Thank you for your attention to this matter and should you have any questions concerning the above, please do not hesitate to call.

Very truly yours,


LISA ALONSO

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
XTREME PHOTOGRAPHY, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

XTREME PHOTOGRAPHY, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$.10 per share, divided into two classes, the designation of each such class being as follows:

- A. 1,000 shares of Class A Common Stock;
- B. 9,000 shares of Class B Common Stock.

All of said shares (without regard to class) shall have equal preferences, limitations and relative rights, including rights to distribution and liquidation proceeds, except that with respect to

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TALLAHASSEE, FLORIDA

all matters coming before the shareholders for a vote of the shareholders (a) holders of class B Common Stock shall not be entitled to vote, individually or as a class, and (b) a holder of Class A Common Stock shall be entitled to cast one vote per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Albert Ortega
13470 S.W. 62nd Street
#N-105
Miami, Florida 33183

ARTICLE VI

The number of directors of the corporation shall be determined pursuant to the bylaws of the corporation, but shall not be less than one, and the manner of election of directors shall be provided in such bylaws.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Albert Ortega
13470 S.W. 62nd Street
#N-105
Miami, Florida 33183

ARTICLE VIII

The mailing address of the corporation is:

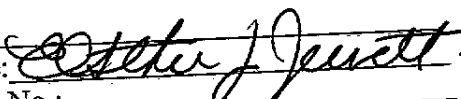
13470 S.W. 62nd Street
#N-105
Miami, Florida 33183

Executed at Miami, Florida, this 4 day of January, 1999.

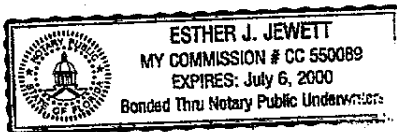

Albert Ortega

STATE of FLORIDA)
) SS
COUNTY of MIAMI-DADE)

The foregoing instrument was acknowledged before me this 4 day of January, 1999, by Albert Ortega. He is personally known to me and did not take an oath.

Name: 
Serial No.: _____
Notary Public
State of Florida at Large


My Commission Expires: _____



ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of XTREME PHOTOGRAPHY, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 4 day of January, 1999.



Albert Ortega
Registered Agent

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