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LAW OFFICES

JAMERSON SUTTON SURLAS & MULLIN LLP

PENTHOUSE II • GABLES INTERNATIONAL PLAZA

2655 LE JEUNE ROAD

CORAL GABLES, FLORIDA 33134

ROBERT L. JAMERSON, JR., P.A.

January 14, 1999

TELEPHONE (305) 448-1295

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E-MAIL rljpa@aol.com

By FedEx

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Phil's Photo Imaging, Inc.

900002744289--7

-01/15/99--01091--013

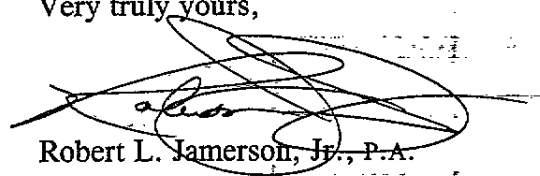
122.50 **78.75

Gentlemen:

Enclosed please find Articles of Incorporation to be filed on behalf of the above-captioned corporation. A check in the amount of \$122.50 is enclosed to cover cost of filing the articles and obtaining a certified copy of same.

Please return the certified copy by FedEx. Our FedEx Account No. is 1772-3999-2.

Very truly yours,



Robert L. Jamerson, Jr., P.A.

RLJ:mg
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 15 PM 2:51

D. BROWN JAN 20 1999

ARTICLES OF INCORPORATION

OF

PHIL'S PHOTO IMAGING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 15 PM 2:51

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation is PHIL'S PHOTO IMAGING, INC.

ARTICLE II.

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be upon filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 10,000 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 2655 Le Jeune Road, Penthouse II, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is Robert L. Jamerson, Jr., P.A.

ARTICLE VI.

PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation shall be 11517 South Dixie Highway, Miami, Florida 33156.

ARTICLE VII.

INCORPORATOR

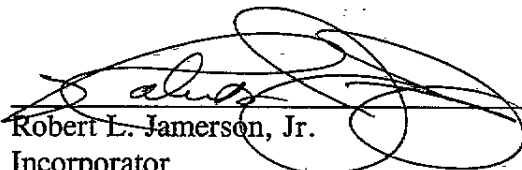
The name and address of the incorporator subscribing to these Articles of Incorporation is Robert L. Jamerson, Jr., 2655 Le Jeune Road, Penthouse II, Coral Gables, Florida 33134.

ARTICLE VIII.

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on January 14, 1999.


Robert L. Jamerson, Jr.
Incorporator

CERTIFICATE OF REGISTERED AGENT
OF
PHIL'S PHOTO IMAGING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 15 PM 2:51

Pursuant to Sections 607.0501 and 607.0505 of the Florida Statutes, the following is submitted, in compliance therewith:

That PHIL'S PHOTO IMAGING, INC., desiring to organize under the laws of the State of Florida, has named Robert L. Jamerson, Jr., P.A., 2655 Le Jeune Road, Penthouse II, Coral Gables, County of Miami-Dade, State of Florida, agent to accept service of process within the State.

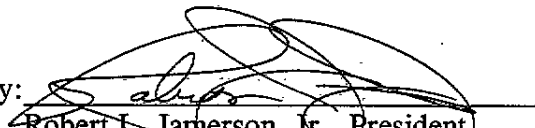
ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept 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, including the obligations provided in Florida Statutes Section 607.0505.

Dated: January 14, 1999.

ROBERT L. JAMERSON, JR., P.A.

By:


Robert L. Jamerson, Jr., President