

BURDICK P.A.
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April 20, 1999

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

FILED
99 APR 22 PM 3:03
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Re: 30-Minute Photo, Inc.

Dear Representative:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$96.25 is enclosed which represents the following fees:

Filing Fee	35.00
Certified Copy	26.25
Registered Agent Fee	35.00
Total	96.25

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned using the envelope enclosed.

Your prompt attention to this matter would be appreciated.

Very truly yours,


Geoffrey C. Burdick

Enclosures

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**Articles of Incorporation
of
30-Minute Photo, Inc.**

ARTICLE I. CORPORATE NAME.

The name of this corporation is: 30-Minute Photo, Inc.
The address of the principal office of this corporation is:
2400 Okeechobee Blvd.
West Palm Beach, Florida 33409

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Michael Bell
103 Timber Lane
Jupiter, Florida, 33445

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

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ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time through Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The names of the initial directors of this Corporation and their street addresses are:

Michael R. Bell
103 Timber Lane
Jupiter, Florida, 33445

Pamela B. Bell
103 Timber Lane
Jupiter, Florida, 33445

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are selected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Michael Bell
103 Timber Lane
Jupiter, Florida, 33445

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on April 18, 1999.



Michael Bell

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the article five, 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.



Michael Bell
April 20, 1999

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