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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CARLOS PONCE PHOTOGRAPHY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION FOR
Carlos Ponce Photography, Inc.

The undersigned incorporator(s), for the purpose of forming a Florida Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be: Carlos Ponce Photography, Inc.

ARTICLE II: PRINCIPAL OFFICE

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

Carlos Ponce Photography, Inc.
% Alexander Sueiro
1001 Brickell Bay Drive, Suite 900
Miami, Florida 33131

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ARTICLE III: PURPOSE

The purpose of this corporation shall be: photography services, including school portraits, yearbook productions, weddings and other portraits.

ARTICLE IV: CAPITAL STOCK

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

1,000 SHARES OF COMMON STOCK WITH A PAR VALUE
OF \$1.00 EACH

THIS INSTRUMENT PREPARED BY:
JOSE L. BALOYRA, ESQ.
1101 BRICKELL AVENUE
SOUTH TOWER, SUITE 702
MIAMI, FLORIDA 33131
Florida Bar # 84603
(305) 358 4800

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ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Alexander Sueiro
1001 Brickell Bay Drive, Suite 900
Miami, Florida 33131

ARTICLE VI: BOARD OF DIRECTORS

The name and address of the initial board of directors shall be:

Carlos Ponce
% Alexander Sueiro
1001 Brickell Bay Drive, Suite 900
Miami, Florida 33131

ARTICLE VII: OFFICERS

The name, title and address of the officers of this corporation shall be:

PRESIDENT

Carlos Ponce
% Alexander Sueiro
1001 Brickell Bay Drive, Suite 900
Miami, Florida 33131

VICE PRESIDENT

Carlos Ponce
% Alexander Sueiro
1001 Brickell Bay Drive, Suite 900
Miami, Florida 33131

SECRETARY

Carlos Ponce
% Alexander Sueiro
1001 Brickell Bay Drive, Suite 900
Miami, Florida 33131

TREASURER

Carlos Ponce
% Alexander Sueiro
1001 Brickell Bay Drive, Suite 900
Miami, Florida 33131

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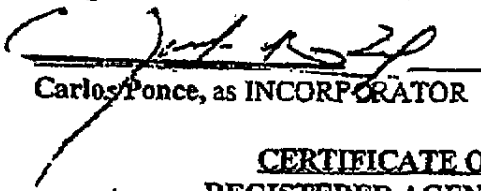
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ARTICLE VIII: INCORPORATORS

The name and address of the incorporator to these Article of Incorporation shall be:

Carlos Ponce
% Alexander Sueiro
1001 Brickell Bay Drive, Suite 900
Miami, Florida 33131

The undersigned has/have executed these Articles of Incorporation this 22 day of April, 1999.


Carlos Ponce, as INCORPORATOR

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.


Alexander Sueiro, as REGISTERED AGENT

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