

P99000067484

July 21, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

200002938862--3
-07/23/99-01040-020
****122.50 *****78.75

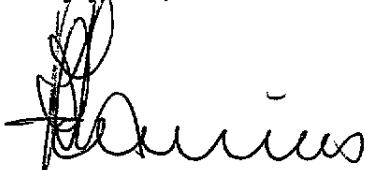
Ref: MT PHOTOSTOCK, INC.

Dear Sir/Madam:

I attach the original and one copy of the Articles of Incorporation for MTPHOTOSTOCK, INC. together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Designation for the above named corporation.

Sincerely yours,



RICHARD D. LOTHARIUS

MT PHOTOSTOCK, INC.
21692 Wapford Way
Boca Raton, Florida 33486

FILED
99 JUL 23 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-29
US

ARTICLES OF INCORPORATION

MT PHOTO STOCK, INC.
(name of corporation)

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:

MT PHOTO STOCK, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of ONE
Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>RICHARD D. LOTHARIUS</u>		
ADDRESS	<u>7700 N. KENDALL DR, STE 304</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33156</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>MT PHOTO STOCK, INC.</u>		
ADDRESS	<u>21692 WAPFORD WAY</u>		
CITY	<u>BOCA RATON</u>	FLORIDA	ZIP <u>33486</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>MATTEO TORRI</u>		
ADDRESS	<u>21692 WAPFORD WAY</u>		
CITY	<u>BOCA RATON</u>	STATE <u>FL</u>	ZIP <u>33486</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

FILED
99 JUL 23 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	MATTEO TORRI		
ADDRESS	21692 WAPFORD WAY		
CITY	BOCA RATON	STATE	FL ZIP 33486
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 21 day of JULY, 1999.

[Signature] (Seal)

Witness [Signature] (Seal)

____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

MT PHOTO STOCK, INC.
(name of corporation)

FILED
99 JUL 23 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 7700 N. KENDALL DR, STE 304
MIAMI, FL

has named RICHARD D. LOTHARIUS

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

[Signature]
(registered agent)