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Florida Department of State
Division of Corporations
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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

allstar photos, inc

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**ARTICLES OF INCORPORATION
OF
ALLSTAR PHOTO^S INC**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is ALLSTAR PHOTO^S INC (hereinafter, "Corporation").

ARTICLE 2-PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3- PRINCIPAL OFFICE

The address of the principal office of this Corporation is 224 Three Island Blvd., Suite 102, Hallandale FL 33009

ARTICLE 4-INCORPORATOR

The name and street address of the Incorporator of this Corporation is Marc Serota whose address shall be the same as the principal office of the Corporation.

ARTICLE 5-OFFICERS

The officers of the Corporation shall be:

President:	MARC SEROTA
Vice Pres.	MARC SEROTA
Sec-Tres.	MARC SEROTA

whose addresses shall be the same as the principal office of the Corporation.

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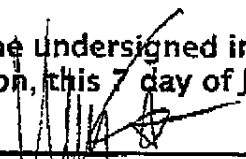
ARTICLE 6 CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10 shares of common stock having a \$1.00 par value per share.

ARTICLE 7 TERM OF EXISTENCE

The corporation is to exist perpetually.

In witness where of, the undersigned incorporator has executed these Articles of Incorporation, this 7 day of July 1999.



MARC SEROTA

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED
REGISTERED OFFICE:**

Marc Serota, 224 Three Island Blvd., Suite 102, Hallandale FL 33009 president of this corporation, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of registered Agent under Section 607.0505 of the Florida Statutes.



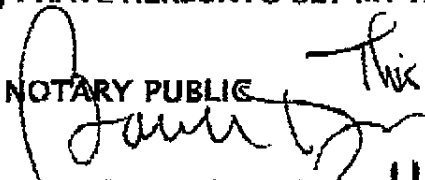
MARC SEROTA

STATE OF FLORIDA
COUNTY OF BROWARD

ON THIS DAY, personally appeared before me, the undersigned authority, duly authorized to administer oaths, to me known to be the person described in and who executed the above and foregoing proposed charter, and they acknowledge that they executed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL

NOTARY PUBLIC



MY COMMISSION EXPIRES

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Witness to me

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Prepared by:

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