

ROBERT M. DOWNEY, P.A.

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MATTERS

ROBERT M. DOWNEY
REG. PATENT ATTORNEY
FLORIDA BAR

ANGELA M. MALLOY
FLORIDA BAR

P99000076268

August 19, 1999

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-08/23/99-01142-003
***122.50 ***78.75

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

Re: Articles of Incorporation -
THE DIGITAL PHOTO & IMAGE WORKS COMPANY
Our Ref.: SCHMG199

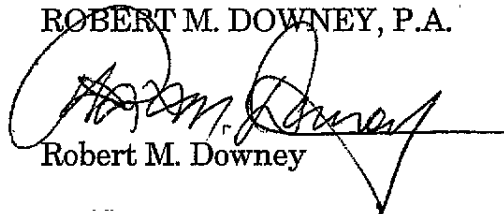
Dear Sirs:

Enclosed please find Articles of Incorporation, in duplicate, to be filed with the State of Florida regarding the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the appropriate filing and certified fees. Please send the certified copy of the Articles to our office in the enclosed, self-addressed envelope.

Kindest regards,

Sincerely yours,

ROBERT M. DOWNEY, P.A.


Robert M. Downey

RMD/sh
Encls.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
8-26-99
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ARTICLES OF INCORPORATION
OF
THE DIGITAL PHOTO & IMAGE WORKS COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be THE DIGITAL PHOTO & IMAGE WORKS COMPANY.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
5407 Lyons Road, Coconut Creek, Florida 33073.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of \$1.00 per share.

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V: OFFICERS-DIRECTORS

The name(s) and address(es) of the initial officer(s) and director(s), if any, are:

Michael R. Schipper - President - 4920 N.W. 53rd Avenue, Coconut Creek, FL 33073.

Henry P.A. Schipper - Vice President - 4920 N.W. 53rd Avenue, Coconut Creek, FL 33073.

Michael R. Schipper - Secretary/Treasurer - 4920 N.W. 53rd Avenue, Coconut Creek, FL 33073.

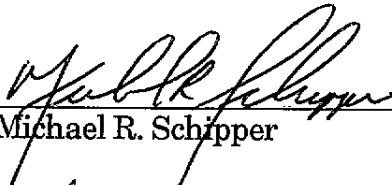
ARTICLE VI: INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

Michael R. Schipper, 4920 N.W. 53rd Avenue, Coconut Creek, FL 33073.

Henry P.A. Schipper, 4920 N.W. 53rd Avenue, Coconut Creek, FL 33073.

The undersigned have executed these Articles of Incorporation this 19th day of August, 1999.



Michael R. Schipper



Henry P.A. Schipper

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

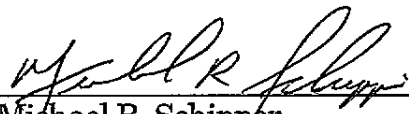
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The name of the corporation is THE DIGITAL PHOTO & IMAGE WORKS COMPANY.

2. The name and address of the registered agent and office is:

Michael R. Schipper
4920 N.W. 53rd Avenue
Coconut Creek, FL 33073

Date: 8/19/99

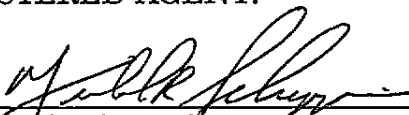


Michael R. Schipper
4920 N.W. 53rd Avenue
Coconut Creek, FL 33073

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

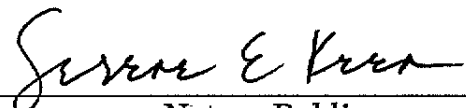
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: 8/19/99



Michael R. Schipper

Subscribed and sworn to before me
this 19th day of August,
1999.



Serene E. Keen



Notary Public
Serene E. Keen
Commission # CC 757021
Expires July 8, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.