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FILED
99 DEC 15 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 3, 1999

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

100003072081--6
-12/16/99--01005--005
*****70.00 *****70.00

Re: Filing of Articles of Incorporation

Dear Kind Person:

We enclose for filing in your office the duly executed Articles of Incorporation of Best Shots Photo, Inc., along with a copy of the same and our firm check in the amount of \$70.00 for the filing fee.

Please return a file stamp copy to myself at your earliest convenience.

We thank you in advance for your assistance.

Sincerely,


John Kiernan, Esq.

JPM/JK
Encs
c: Ira Zimmerman

PW 12/17/99

ARTICLES OF INCORPORATION
OF
BEST SHOTS PHOTO, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is Best Shots Photo, Inc.

ARTICLE II: DURATION

The existence of the corporation shall commence with the filing of these Articles. The duration of the corporation is perpetual.

ARTICLE III: PURPOSE

The corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the corporation will be one thousand (1,000) shares having a par value of one dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

**ARTICLE V: INITIAL BOARD OF DIRECTORS &
PRINCIPAL OFFICE ADDRESS OF CORPORATION**

The corporation will have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws. The principal address of the corporation and the name and address of the person who is to serve as the member of the initial Board of Directors is:

Ira Zimmerman, President
9440 West Bay Harbor Drive, No. 4L
Bay Harbor Island, FL 33154

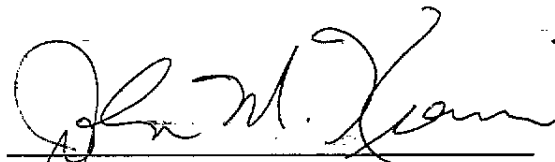
ARTICLE VI: REGISTERED AGENT

The initial registered agent and his address is John M. Kiernan, 1245 Obispo, Coral Gables, FL 33134.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is John M. Kiernan, 1245 Obispo, Coral Gables, FL 33134.

The undersigned incorporator has executed these Articles of Incorporation on this 3rd day of December 1999.



John M. Kiernan

FILED

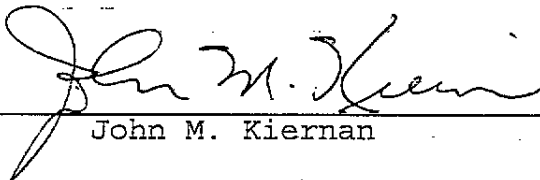
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CERTIFICATE OF DESIGNATION
OF INITIAL REGISTERED AGENT AND OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

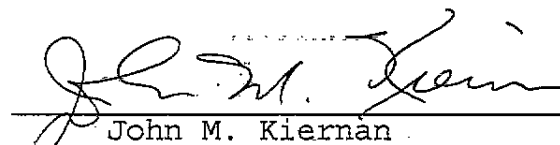
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement in designation the name and office of the registered agent in Florida.

1. The name of the corporation is Best Shots Photo, Inc.
2. The initial registered agent and office of the corporation will be John M. Kiernan, 1245 Obispo, Coral Gables, FL 33134.


John M. Kiernan

Dated: 12/3/99

Having been named as the registered agent and to accept service of process for the above corporation at the place designated in this certificate, 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 am familiar with and accept the obligations of my position as registered agent.


John M. Kiernan

Dated: 12/3/99