

Carlos Barquin  
14325 S W 172 St.  
Miami, Fl 33177

P02000016358

February 1st, 2002

State of Florida  
Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Fl 32314

000004896010--8  
-02/08/02--01029--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Attn: Secretary of State

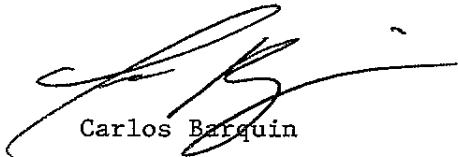
Dear Sir:

This is to request from the Florida Department of State the registration of the Corporation for which I am attaching the Articles of Incorporation.

I am enclosing a check in the amount of \$78.75 (Seventy eight and 75/100 dollars) to cover filing fees for the following:

Filing fee for a profit Corporation  
Designation of Registered Agent  
Certified Copy of Registration

Sincerely yours,

  
Carlos Barquin

FILED  
2002 FEB -8 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Enc. check for \$78.75 for  
Articles of Incorporation

gal/13/02

ARTICLES OF INCORPORATION  
OF  
LIL' PEOPLE PORTRAITS, INC.

FILED

2002 FEB -8 AM 10:19

We, the undersigned natural persons, competent to contract, ~~SECRETARY OF STATE~~  
~~TALLAHASSEE FLORIDA~~  
acting as incorporator of a Corporation under the Florida General  
Act, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation is:  
LIL' PEOPLE PORTRAITS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted is:  
To engage in any lawful activity or business permitted under the  
laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The value of the authorized capital stock is ONE HUNDRED  
(\$100.00) Dollars, consisting of one hundred shares of common  
stock having a par value of One (\$1.00) Dollar per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the Corporation will begin  
business if Four thousand (\$4,000.00) Dollars.

ARTICLE V  
CORPORATE EXISTENCE

The Corporation is to have perpetual existence, unless dissolved according to law. Corporate existence shall commence at the time of filing of the Articles of Incorporation by the Department of State, State of Florida.

ARTICLE VI  
PRINCIPAL OFFICE

The street address of the principal office of the Corporation is:  
  
14325 S.W. 172 St., Miami, Fl 33177  
  
and the name of the initial registered agent of this Corporation is:

CARLOS BARQUIN

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

The Corporation shall have (2) Directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

|                           |  |
|---------------------------|--|
| Carlos Barquin, President | E. lenmarie Barquin, Secretary/Treasurer |
| 14325 SW 172 St.          | 14325 SW 172 St.                         |
| Miami, Fl 33177           | Miami, Fl 33177                          |

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX  
INCORPORATORS

The name and street address of each incorporator of these Articles of Incorporation is as follows:

|                  |                     |
|------------------|---------------------|
| Carlos Barquin   | E. lenmarie Barquin |
| 14325 SW 172 St. | 14325 SW 172 St.    |
| Miami, Fl 33177  | Miami, Fl 33177     |

ARTICLE X

CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all shares entitled to vote at the meeting.

ARTICLE XI

SHAREHOLDERS QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote in the subject matter shall be the act of the shareholders.

ARTICLE XII

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII

INDEMNIFICATION

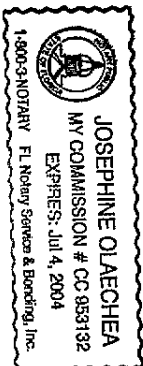
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the law.

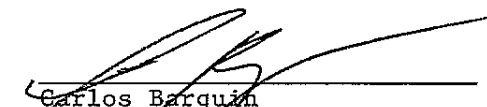
ARTICLE XIV

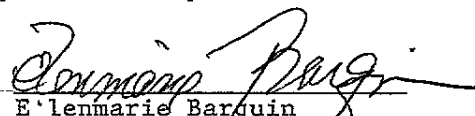
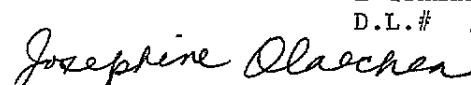
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this first day of February A.D.2002.



  
Carlos Barquin  
D.L.#  
B625-116-71-  
418-0

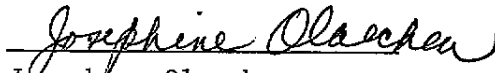
  
E'lenmarie Barquin  
D.L.# B625-200-74-637-0  
  
Josephine Olacchia  
Notary Public-State of Florida

STATE OF FLORIDA)  
 )  
COUNTY OF DADE )

Before me, a Notary Public authorized to take acknowledgements in  
the State and County set forth above, personally appeared:

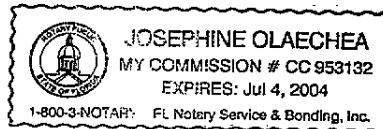
Carlos Barquin and E lenmarie Barquin, known to me and known by me  
to be the persons who executed the foregoing Articles of Incorporation,  
and they acknowledge before me that they executed those Articles  
of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal,  
in the State and County aforesaid, this first day of February A.D.2002

  
Josephine Olachea

NOTARY PUBLIC, State of Florida at large

My commission expires:



ACKNOWLEDGEMENT BY REGISTERED AGENT

Having been named to accept Service of Process for the above stated  
Corporation, at 14325 SW 172 St., Miami, Fl 33177, I hereby accept  
to act in this capacity and agree to comply with the Provisions of  
said Act relative to keeping open said office.

  
Carlos Barquin  
REGISTERED AGENT

FILED  
2002 FEB - 8 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA