

FO2 000000507

CORPORATE (S) NAME

The Picture People, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7

☒ Profit	☐ Amendment	☐ Merger
☐ Nonprofit		
☒ Foreign	☐ Dissolution/Withdrawal	☐ Mark
	☐ Reinstatement	
☐ Limited Partnership	☐ Annual Report	☐ Other
☐ LLC	☐ Name Registration	☐ Change of RA
	☐ Fictitious Name	☐ UCC
☐ Certified Copy	☐ Photocopies	☒ CUS
☐ Call When Ready	☐ Call If Problem	☐ After 4:30
☒ Walk In	☐ Will Wait	☒ Pick Up
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DIVISION OF CORPORATION

Name _____
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Examiner _____
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W.P. Verifier _____

1/30/02

Order#: 5084340

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-01/30/02--01046--002
*****78.75 *****78.75

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. THE PICTURE PEOPLE INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. California

(State or country under the law of which it is incorporated)

3. 77-0149366

(FEI number, if applicable)

4. January 21, 1987

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1157 Triton Drive, Suite B, Foster City, CA 94404

(Current mailing address)

8. Operation of Portrait Studios

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

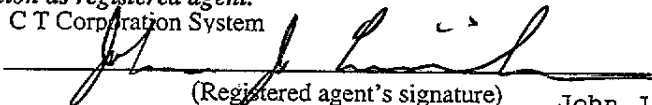
Plantation, Florida, 33324

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System



(Registered agent's signature)

John J. Linnihan, Asst. VP

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

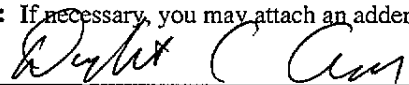
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Dwight C. Arn, Vice President
(Typed or printed name and capacity of person signing application)

List of Officers

Name	Title	Start Date	Term. Date	Status	Address 1	Address 2
Lisa Berman	President			Current	1157 Triton Dr., Suite B Foster City, CA 94404	47 Corte Alejo Greenbrae, CA 94904
Opal Ferraro	Vice President, Finance, Chief Financial Officer, Secretary			Current	1157 Triton Dr., Suite B Foster City, CA 94404	814 Greenwood Ave. San Mateo, CA 94401
Robert Beuther	Vice President, Marketing			Current	1157 Triton Dr., Suite B Foster City, CA 94404	2060 Sutter St. San Francisco, CA 94115
Jeffrey Rawson	Vice President, Planning and Development			Current	1157 Triton Dr., Suite B Foster City, CA 94404	420 Laidley St. San Francisco, CA 94131
Michael Edgelow	Vice President, Organizational Development, Assistant Secretary			Current	1157 Triton Dr. Foster City, CA 94404	1369 Filbert St. #8 San Francisco, CA 94109
Jeffrey Kelly	Vice President, Stores			Current	1157 Triton Dr., Suite B Foster City, CA 94404	4129 12th Ave. S. Minneapolis, MN 55407
Curt Kendall	Vice President, Information Systems			Current	1157 Triton Dr., Suite B Foster City, CA 94404	654 S. Genevieve Lane San Jose, CA 95128
Judith C. Whittaker	Vice President			Current	2501 McGee Trafficway Kansas City, MO 64108 United States Phone: 816-274-4052 Email: jwhitt1@hallmark.com	5900 Mission Drive Mission Hills, KS 66208 United States Email: jwhitt1@hallmark.com
Dwight C. Arn	Vice President, Assistant Secretary			Current	2501 McGee Trafficway Mail Drop #339 Kansas City, MO 64108 United States Phone: 816-274-4057 Email: dam1@hallmark.com	9979 Hemlock Drive Overland Park, KS 66212 United States Email: dam1@hallmark.com
Vickie Young	Assistant Secretary			Current	2501 McGee Trafficway Mail Drop #339 Kansas City, MO 64108 United States Phone: 816-274-5979 Email: vyoung1@hallmark.com	804 NW 40th Terrace Kansas City, MO 64116 United States Email: vyoung1@hallmark.com

Company Name: The Picture People, Inc.

Report Date: 1/15/2002

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Name	Title	Start Date	Term. Date	Status	Address 1	Address 2
Kathleen H. Tomei	Assistant Secretary			Current	2501 McGee Trafficway Mail Drop #339 Kansas City, MO 64108 United States Phone: 816-274-7744 Email: ktomei1@hallmark.com	6004 Catalina Fairway, KS 66205 United States Email: ktomei1@hallmark.com
E. Bruce McKinney	Treasurer			Current	2501 McGee Trafficway Kansas City, MO 64018 United States	10423 West 126th Street Overland Park, KS 66213 United States
Richard B. Chalker	Tax Officer/Assistant Secretary			Current	2501 McGee Trafficway Kansas City, MO 64018 United States	8830 Catalina Drive Prairie Village, KS 66207 United States

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List of Directors

Name	Committee	Start Date	Term. Date	Status	Address 1	Address 2
Lisa Berman				Current	1157 Triton Dr., Suite B Foster City, CA 94404	47 Corte Alejo Greenbrae, CA 94904
Robert J. Druten				Current	2501 McGee Trafficway Kansas City, MO 64108 United States	6330 Granada Drive Shawnee Mission, KS 66208 United States
Opal Ferraro				Current	1157 Triton Dr., Suite B Foster City, CA 94404	814 Greenwood Ave. San Mateo, CA 94401
Don Fletcher				Current	2501 McGee Trafficway Kansas City, MO 64108 United States	2128 Oak Crest Drive Liberty, MO 64068 United States
Jan Murley				Current	2501 McGee Trafficway Kansas City, MO 64018 United States	5236 Mercier Kansas City, MO 64112 United States

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State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

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TALLAHASSEE, FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **21st day of January, 1987, THE PICTURE PEOPLE INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of January 29, 2002.



Bill Jones
BILL JONES
Secretary of State

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