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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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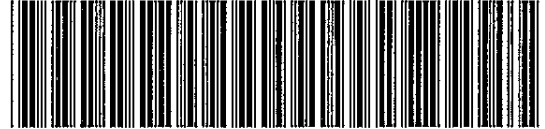
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 533959 4304524

AUTHORIZATION :

COST LIMIT : \$

*Patricia Pajot*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 30, 2004

ORDER TIME : 11:22 AM

ORDER NO. : 533959-005

CUSTOMER NO: 4304524

CUSTOMER: Ms. Rebecca Ambriz  
Sonnenschein Nath & Rosenthal  
8000 Sears Tower  
233 South Wacker Drive  
Chicago, IL 60606

FOREIGN FILINGS

NAME: SMILE TIME PHOTOGRAPHY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: \_\_\_\_\_

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. Smile Time Photography, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 20-0914466

(FEI number, if applicable)

4. March 8, 2004

(Date of incorporation)

5. perpetual

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

6. upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 7200 Green Acre Lane, Fort Myers, FL 33912

(Principal office address)

7200 Green Acre Lane, Fort Myers, FL 33912

(Current mailing address)

8. Photography services

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.*

Corporation Service Company

Kim Leonard  
(Registered agent's signature)

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 business addresses of officers and/or directors:

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FLORIDA

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Alfred M. Mueller

Address: 7200 Green Acre Lane

Fort Myers, FL 33912

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Alfred M. Mueller

Address: 7200 Green Acre Lane

Fort Myers, FL 33912

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Alfred M. Mueller

Address: 7200 Green Acre Lane, Fort Myers, FL 33912

Treasurer: Alfred M. Mueller

Address: 7200 Green Acre Lane, Fort Myers, FL 33912

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Alfred M. Mueller, President

(Typed or printed name and capacity of person signing application)

# Delaware

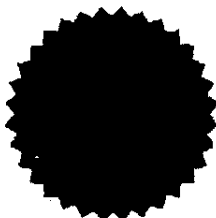
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMILE TIME PHOTOGRAPHY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SMILE TIME PHOTOGRAPHY, INC." WAS INCORPORATED ON THE EIGHTH DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3774269 8300

AUTHENTICATION: 3023846

040235169

DATE: 03-31-04