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ACCOUNT NO. : 072100000032

REFERENCE : 454226 4355221

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 8, 1997

ORDER TIME : 9:48 AM

ORDER NO. : 454226-005

CUSTOMER NO: 4355221

CUSTOMER: William W. Caldwell, Esq
COLLINS BROWN CALDWELL BARKETT
ROSSWAY GARAVAGLIA & MOORE
P. O. Box 3686

Vero Beach, FL 32964

DOMESTIC FILING

NAME: Portraits For You
~~THE ART COMPANY, L.C.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS: _____

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****337.50 ****337.50

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TALLAHASSEE, FLORIDA

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97 JUL -8 AM 10:48
DIVISION OF CORPORATION

W97-15710

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JUL 11 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 8, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: THE ART COMPANY, L.C.
Ref. Number: W97000015710

RESUBMIT
Please give original
submission date as file date.

We have received your document for THE ART COMPANY, L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

PLEASE REMOVE ANY EXTRA CORPORATE SUFFIX FROM THE CORPORATION NAME.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 197A00035225

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ARTICLES OF ORGANIZATION

OF

PORTRAITS FOR YOU, L.C.

A Florida Limited Liability Company

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be Portraits For You, L.C. and its principal place of business shall be in the City of Vero Beach, County of Indian River, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or business to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or business to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of SIX HUNDRED THOUSAND (\$600,000) cash and property shall be paid to the limited liability company by William J. Conroy and capital contributions in the amount of THREE THOUSAND DOLLARS (\$3,000) shall be paid to the limited liability company by Joan L. Conroy and Brian Ivor Conroy. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE IV

PROFITS AND LOSSES

(a) **Sharing of Profits.** The members shall be entitled to their pro rata share of the net profits based on their respective contributions to capital arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. The distributive share of the profits shall be determined and paid to the members as the Managing Members may so direct, but not later than December 31st of each year.

(b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE V

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE VI

DURATION

This limited liability company shall have perpetual existence.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be at Business Suite #1, 4800 North A1A, Vero Beach, Florida 32963, County of Indian River, State of Florida.

ARTICLE VIII

MANAGEMENT

This limited liability company shall be managed by any of the following three (3) Managers. The names and addresses of the members who shall serve as such until the first annual meeting of members or until their successors are duly qualified are as follows:

William J. Conroy
4800 North A1A, Unit #304
Vero Beach, FL 32963

Joan L. Conroy
4800 North A1A, Unit #304
Vero Beach, FL 32963

Brian Ivor Conroy
4800 North A1A, Unit #304
Vero Beach, FL 32963

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

ADDRESS OF ORGANIZER

The address of the initial registered office of the limited liability company and of the Organizer is 4800 North A1A, Unit #304, City of Vero Beach, County of Indian River, State of Florida, and the name of its initial registered agent at such address is William J. Conroy.

ARTICLE X

RESTRICTIONS ON MEMBERSHIP

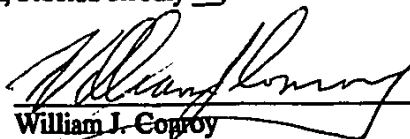
Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

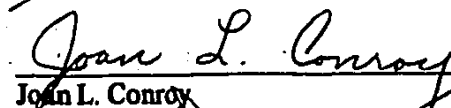
A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all the members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of 'Portraits For You, L.C.

Executed by the undersigned at Vero Beach, Florida on July 7, 1997.


William J. Conroy


Joan L. Conroy


Brian Ivor Conroy

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 7th day of July, 1997, by
WILLIAM J. CONROY, who is personally known to me or who has produced FL Drivers License
as identification and who did (did not) take an oath.



MARLLA J WEST
My Commission CC438888
Expires Feb. 14, 1999

Marlla J West

Notary Public

Name: _____

State of Florida at Large

My Commission expires: _____

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 7th day of July, 1997, by
JOAN L. CONROY, who is personally known to me or who has produced FL Drivers License
as identification and who did (did not) take an oath.



MARLLA J WEST
My Commission CC438888
Expires Feb. 14, 1999

Marlla J West

Notary Public

Name: _____

State of Florida at Large

My Commission expires: _____

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 7th day of July, 1997, by
BRIAN IVOR CONROY, who is personally known to me or who has produced FL Drivers
License as identification and who did (did not) take an oath.



MARLLA J WEST
My Commission CC438888
Expires Feb. 14, 1999

Marlla J West

Notary Public

Name: _____

State of Florida at Large

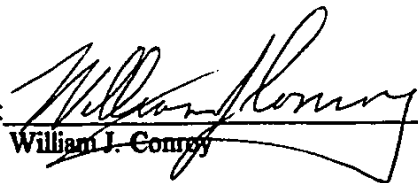
My Commission expires: _____

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF ORGANIZATION**

WILLIAM J. CONROY, an individual residing in this state having a business office identical with the registered office of the company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Organization

PORTRAITS FOR YOU, L.C.,

is familiar with and accepts the obligations of the position of registered Agent under Section 608.415, Florida Statutes.

By: 
William J. Conroy

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97 JUL -8 AM 11:55
TALLAHASSEE, FLORIDA

AFFIDAVIT

OF ORGANIZATION

PORTRAITS FOR YOU, L.C.

a Florida Limited Liability Company

COMES NOW the undersigned, a member of 'Portraits For You, L.C. , a Florida Limited Liability Company, who first being duly sworn, files this Affidavit as to the organization of the Company, and states as follows:

1. The Company has at least three (3) Members:

William J. Conroy
4800 North A1A, Unit #304
Vero Beach, FL 32963

Joan L. Conroy
4800 North A1A, Unit #304
Vero Beach, FL 32963

Brian Ivor Conroy
4800 North A1A, Unit #304
Vero Beach, FL 32963

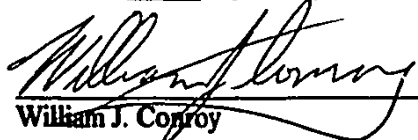
Additional Members will be admitted in the future.

2. The actual cash contributions to the Company as of its date of organization is equal to SIX HUNDRED SIX THOUSAND DOLLARS (\$606,000).

3. The agreed value of property other than cash contributed by the Members to the Company is ZERO.

4. The total amount of cash and other property anticipated to be contributed to the Company is SIX HUNDRED NINE THOUSAND DOLLARS (\$609,000).

IN WITNESS WHEREOF, I set my hand and seal this 7th day of July, 1997.


William J. Conroy

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 7th day of July, 1997, by
WILLIAM J. CONROY, who is personally known to me or who has produced FL Drivers License
as identification and who did (did not) take an oath.

Marla J West
Notary Public
Name: _____
State of Florida at Large
My Commission expires: _____



MARLA J WEST
My Commission CC438023
Expires Feb. 14, 1999