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FLORIDA NON-PROFIT CORPORATION

Potrait Memorial Foundation, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 14, 2002

YOUR CAPITAL CONNECTION

SUBJECT: POPPRAIT MEMORIAL FOUNDATION, INC.
REF: WD2000017338

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION FOR
PORTRAIT MEMORIAL FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

First: The name of the Corporation shall be Portrait Memorial Foundation, Inc.

Second: The place in this state where the principal office and mailing address of the Corporation is to be located is 1719 W. Kennedy Blvd, Tampa, Hillsborough County, Florida, 33606.

Third: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

- Joel R. Epperson 1719 West Kennedy Boulevard, Tampa, FL 33606
- Edith Kay, 19955 NE 39th Place, Apt. 1103, Aventura FL 33180
- Jane Reed, 494 Suwanee Circle, Tampa, FL 33606

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Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Sixth: The trustees shall be elected in a method of election that is stated in the corporation by-laws.

Seventh: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the

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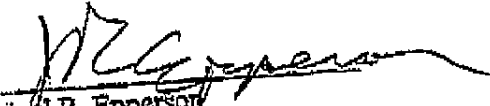
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principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Eighth: The name and Florida street address of the registered agent is:

Joel R. Epperson, Esquire
Epperson & Associates, P.A.
1719 W. Kennedy Blvd.
Tampa, FL 33606

In Witness whereof, I have hereunto subscribed my name this 2nd
day of July, 2002.


Joel R. Epperson
Incorporator
Epperson & Associates, P.A.
1719 W. Kennedy Blvd.
Tampa, FL 33606

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Portrait Memorial Foundation, Inc

2. The name and street address of the registered agent and office is: Joel R. Epperson Esq. PA
Epperson & Associates PA 1719 W. Kennedy Blvs
Tampa FL 33606

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE ON PROCESS FOR THE ABOVE STATED 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

[Handwritten Signature]