

LAW OFFICES
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1325 SNELL ISLE BLVD. NE
SUITE 205C
ST. PETERSBURG, FL. 33704
(727) 894-2626 * FAX 894-3609

OF COUNSEL

RICHARD T. AVIS ♦

♦ ALSO ADMITTED IN
N.Y. AND ILLINOIS

REFER TO FILE NO.

P 00000009796

TRANSMITTAL LETTER

January 17, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

500003107845-7
-01/24/00-01084-006
*****70.00 *****70.00

SUBJECT: Portraits ~~of~~ Memories, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent and a check for \$70.00. Please stamp the original of these documents to show the date of incorporation and the filing number and remit to me. We do not require a certified copy at this time.

FROM/ Richard T. Avis, Esq.
RETURN TO: 1325 Snell Isle Blvd., Suite 205C
St. Petersburg, Fl. 33704

Thank you for your assistance in this matter.

Sincerely,
Richard T. Avis

FILED
00 JAN 24 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RTA/lbj
Enclosures

F. CHESN

JAN 28 1999

ARTICLES OF INCORPORATION
OF
PORTRAITS OF MEMORIES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Portraits Of Memories, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

14225 Hendry Ct.
Hudson, Fl. 34667

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 Shares Common (No Par Value)

Shareholders shall be entitled to pre-emptive rights.

FILED
00 JAN 24 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Richard T. Avis, Esq.
1325 Snell Isle Blvd., Suite 205C
St. Petersburg, Fl. 33704

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Frank Allen
14225 Hendry Ct.
Hudson, Fl. 34667

The undersigned incorporator has executed these Articles of Incorporation this 18th day of January, 2000.



(Signature)

Frank Allen

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED 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:*

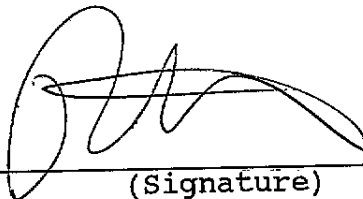
Portraits Of Memories, Inc.

2. *The name and address of the registered agent and office is:*

Richard T. Avis, Esq.
1325 Snell Isle Blvd., Suite 205C
St. Petersburg, Fl. 33704

FILED
00 JAN 21 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of 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.


(Signature)

Richard T. Avis, Esq.