

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO00000048896

Popcorn Portraits, Inc.

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-05/17/00-01038-018
*****78.75 *****78.75

- Art of Inc. File cert
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 17 PM 1:06

APPROVED
AND
FILED

- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY 17 PM 12:36

RECEIVED

Signature _____

Requested by: LM 5/17 11:22

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

Handwritten initials/signature

Articles of Incorporation

OF

Popcorn Portraits, Inc.

**ARTICLE ONE
CORPORATE NAME**

The name of the corporation shall be:

Popcorn Portraits, Inc.

**ARTICLE TWO
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE FOUR
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 10,000 shares, all of which shall be common shares with \$1.00 par value.

**ARTICLE FIVE
PLACE OF BUSINESS**

The street address of the principal place of business is:

17601 S.W. 75th Avenue
Miami, Florida 33157

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TALLAHASSEE, FLORIDA

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 17601 S.W. 75th Avenue; Miami, FL 33157, and the initial registered agent at such address is Marsha Phelps.

ARTICLE SEVEN
BOARD OF DIRECTORS

The number of members of the Board of directors may be changed from time to time as provided by the By-laws of the corporation as adopted by the stockholders; but, in no event shall the Board of Directors consist of less than one (1) member at any time.

ARTICLE EIGHT
INITIAL DIRECTORS

The initial Board of Directors shall consist of one (2) member who shall hold office until the first meeting of the corporation and whose name and address is as follows:

Marsha Phelps
17601 S.W. 75th Avenue
Miami, FL 33157

James Phelps
17601 S.W. 75th Avenue
Miami, FL 33157

ARTICLE NINE
INCORPORATORS

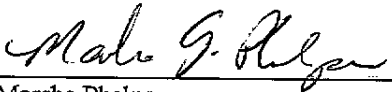
The name and address of each incorporator executing the Articles of Incorporation is as follows:

Marsha Phelps
17601 S.W. 75th Avenue
Miami, FL 33157

ARTICLE TEN
COMMENCEMENT DATE

The corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the corporation by the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this 25 day of April 2000.



Marsha Phelps

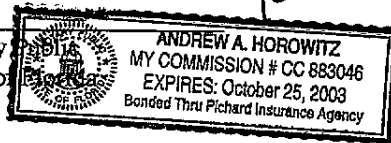
STATE OF FLORIDA:

COUNTY OF BROWARD:

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Marsha Phelps, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation, who produced a driver's license as identification, and who took an oath and acknowledged before me that she executed said Articles of Incorporation.

WITNESS my hand and official seal this 25 day of April 2000

Notary
State of




My Commission Expires:

10/25/03

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT
FOR SERVICE OF PROCESS**

The undersigned hereby designates Marsha Phelps as its Registered Agent to accept service of process within this state.


Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation as Registered Agent for service of process with the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.


Marsha Phelps

APPROVED
AND
FILED

00 MAY 17 PM 1:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA