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Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
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FLORIDA PROFIT CORPORATION OR P.A.

YOURPICTUREONLINE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. H00-54465

ARTICLES OF INCORPORATION
OF
YOURPICTUREONLINE, INC.

ARTICLE I -- NAME

The name of this corporation is YOURPICTUREONLINE, INC.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

401 NW 38th Court
Miami, Florida 33126.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

401 NW 38th Court
Miami, Florida 33126;

and the name and address of the initial registered agent of this corporation are:

Name

Address

Isadore H. Havenick

401 NW 38th Court
Miami, Florida 33126.

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ARTICLE VI -- COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Name

Address

Isadore H. Havenick

401 NW 38th Court
Miami, Florida 33126.

ARTICLE VIII -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE IX -- INDEMNIFICATION


This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE X -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 16th day of October, 2000.


Isadore H. Hoyerick, Incorporator and
Registered Agent

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