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PLEASE REPLY TO:  
POST OFFICE DRAWER 2366  
WINTER PARK, FLORIDA 32790-2366  
FACSIMILE (407) 740-0310

November 22, 2000

FILED  
NOV 27 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**VIA REGULAR MAIL**

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

Re: Articles of Incorporation of Express Portraits, Inc.

EFFECTIVE DATE  
11-22-00

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Express Portraits, Inc., together with a check for \$78.75 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before December 8, 2000.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,

300003475853--9  
-11/27/00--01098--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

William P. Weatherford, Jr. /s/

William P. Weatherford, Jr.

Signed in Mr. Weatherford's absence to avoid delay in mailing

WPWjr/dd

Enclosures

cc: Karen Pridemore

E:\WPW\CLIENT\EXPRESS\ART-INC\LTR

11-29  
2000

ARTICLES OF INCORPORATION  
OF  
EXPRESS PORTRAITS, INC.

FILED  
00 NOV 27 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

EFFECTIVE DATE  
11-22-00

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be EXPRESS PORTRAITS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 6102 Curry Ford Road, Suite 101, Orlando, Florida 32822.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 6102 Curry Ford Road, Suite 101, Orlando, Florida 32822. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Karen Pridemore. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address

Karen Pridemore

2740 Autumn Green Drive  
Orlando, Florida 32822

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be one (1).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than two (2).

C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, is:

Name

Address

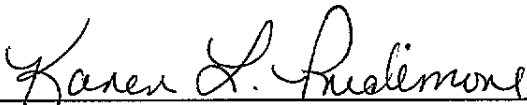
Karen Pridemore

2740 Autumn Green Drive  
Orlando, Florida 32822

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Park, Florida, this 22 day of November, 2000.

  
\_\_\_\_\_  
Karen Pridemore

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: Karen L. Pridemore  
Karen Pridemore

Date: 11/22/00

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FILED  
00 NOV 27 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301