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2001 DEC 10 PM 12:59

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 281872 82724A

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 78.75

ORDER DATE : December 10, 2001

ORDER TIME : 10:49 AM

ORDER NO. : 281872-015

CUSTOMER NO: 82724A

CUSTOMER: Michele Wothe, Legal Asst  
Morrison & Conroy

3838 Tamiami Trail North  
Suite 402  
Naples, FL 34103-3507

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: THE PICTURE FACTORY OF PALM  
BEACH GARDENS, INC.

EFFECTIVE DATE:

900004716039--6

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT. 1118  
EXAMINER'S INITIALS:

*JS*  
*12/10/01*

ARTICLES OF INCORPORATION  
OF  
THE PICTURE FACTORY OF PALM BEACH GARDENS, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE ONE

The name of the corporation (the "Corporation") is THE PICTURE FACTORY OF PALM BEACH GARDENS, INC.

ARTICLE TWO

The principal office of the Corporation is 1860 J & C Boulevard, Naples, Florida 34109.

ARTICLE THREE

The purpose or purposes for which the Corporation is organized are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1000) shares of common stock, and the par value of each such share is One and 00/100 Dollars (\$1.00).

ARTICLE FIVE

The street address of the initial registered office of the Corporation is 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103, and the name of its initial registered agent at such address is James F. Caudill.

ARTICLE SIX

This corporation is to exist perpetually.

ARTICLE SEVEN

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The number of directors constituting the initial Board of Directors of the Corporation is three (3). The name and address of the initial directors of the Corporation are:

Mark C. Bates  
2375 Terra Verde Lane  
Naples, Florida 34105

Roger D. Ciskie  
970 Egrets Run, Unit 201  
Naples, Florida 34108

Ofer Sadik  
710 Military Trail  
Deerfield Beach, Florida 33442

#### ARTICLE EIGHT

The name and address of the incorporator signing these Articles is James F. Caudill, 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

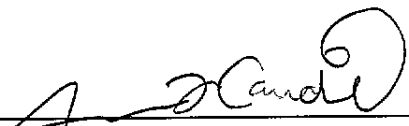
#### ARTICLE NINE

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE TEN

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the Shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, have executed these Articles of Incorporation this 7<sup>th</sup> day of December, 2001.

  
\_\_\_\_\_  
James F. Caudill, Incorporator

*I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.*



JAMES F. CAUDILL  
3838 Tamiami Trail North, Suite 402  
Naples, FL 34104

Date: December 17<sup>th</sup>, 2001

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