

Edward D. Riggins III

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February 23, 2002

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122.50 **78.75

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Photos on Canvas, Inc.

Dear Sir or Madam:

I am enclosing herewith the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also, enclosed is my check in the amount of \$122.50 to cover the filing fee and a certified copy.

I would appreciate it if you would send me a certified copy of the Certificate of Incorporation. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your prompt attention in regard to the above matter.

Should you have any questions, please feel free to give me a call.

Very truly yours,


EDWARD D. RIGGINS
Enc.

ARTICLES OF INCORPORATION

OF

PHOTOS ON CANVAS, INC.
(A Corporation for Profit)

The undersigned, desirous of forming a corporation, for profit, under the provisions of Ch. 607.0202(B) of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of the corporation is Photos on Canvas, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7500 shares of \$1.00 par value, common stock.

ARTICLE V. RESTRICTIONS ON STOCK

The capital stock of this corporation shall be issued and transferred pursuant to the provisions of Ch. 607 of the Florida Statutes and other laws of the State of Florida.

ARTICLE VI. INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the corporation is 6599 140th Lane, Palm Beach Gardens, Florida 33418.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6599 140th Lane, Palm Beach Gardens, FL 33418, and the name of the initial registered agent of this corporation at that

address is Danielle Riggins.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors are as follows:

John Adamson
4388 Elm Avenue
Palm Beach Gardens, Florida 33410

Edward Riggins
6599 140th Lane
Palm Beach Gardens, Florida 33418

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles is John Adamson, 4388 Elm Avenue, Palm Beach Gardens, Florida 33410.


ARTICLE X. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders of this corporation.

ARTICLE XI. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 20th day of February 2002.

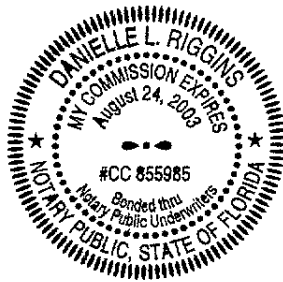


John Adamson

STATE OF FLORIDA:
COUNTY OF PALM BEACH:

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, this day personally appeared John Adamson, who first by me being duly sworn, says: That he is the incorporator in the above and foregoing Articles of Incorporation; that he has read the same and has personal knowledge of the above facts and matters contained therein; and that each of these facts and matters are true and correct.

The foregoing instrument was acknowledged before me this 20th day of February, 2002 by John Adamson, who is personally known to me, and who did take an oath.



Danielle L. Riggins
Notary State of Florida

ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

The undersigned, Danielle Riggins, having been named to accept service of process for Photos on Canvas, Inc., the above stated corporation, at the place designated in these Articles of Incorporation, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties as Registered Agent. I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DATED this 20th day of February, 2002

Danielle L. Riggins
Danielle Riggins, as Registered Agent