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(Requestor's Name)

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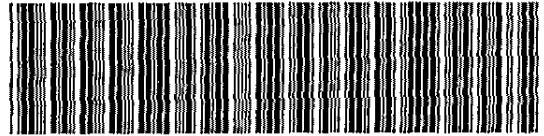
(Business Entity Name)

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TALLAHASSEE, FLORIDA
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Fantasy Portraits, Inc.

534 Ridge Acres Drive
Winter Haven, FL 33880-6162
863-324-5285

June 21, 2004

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

Re: Fantasy Portraits, Inc.

Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$78.75.

This represents the costs of the Filing Fees, certified Copy of Articles of Incorporation and Fee for Registered Agent Designations for the above named corporation.

Respectfully Submitted,



Ruen M. Beane
President
Fantasy Portraits, Inc.

ARTICLES OF INCORPORATION

of

FANTASY PORTRAITS, INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

FANTASY PORTRAITS, INC.

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ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
543 RIDGE ACRES DRIVE		
CITY	WINTER HAVEN	FLORIDA
		ZIP 33880-6162

Mailing address, if different

STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	RUEN MARIE BEANE	
ADDRESS	543 RIDGE ACRES DRIVE	
CITY	WINTER HAVEN	FLORIDA
		ZIP 33880-6162

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

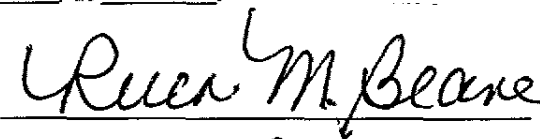
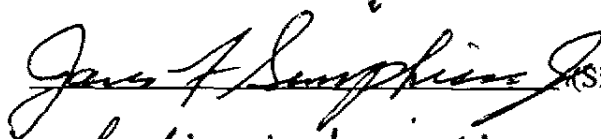
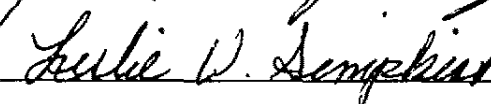
NAME	RUEN MARIE BEANE		
ADDRESS	543 RIDGE ACRES DRIVE		
CITY	WINTER HAVEN	STATE	FLORIDA ZIP 33880-6162
NAME	JAMES F. SIMPKISS, JR.		
ADDRESS	543 RIDGE ACRES DRIVE		
CITY	WINTER HAVEN	STATE	FLORIDA ZIP 33880-6162
NAME	LESLIE W. SIMPKISS		
ADDRESS	543 RIDGE ACRES DRIVE		
CITY	WINTER HAVEN	STATE	FLORIDA ZIP 33880-6162

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	SAME AS ABOVE		
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this FIRST (1ST) day of JUNE, 10 2004.

 (Signature)
 (Signature)
 (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

FANTASY PORTRAITS, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 543 RIDGE ACRES DRIVE

WINTER HAVEN, FL 33880-6162

has named RUEN MARIE BEANE

located at the aforesaid address, as its registered agent to accept service of process within the state.

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.

Ruen M. Beane

(Signature)

JUNE 1, 2004

(Date)