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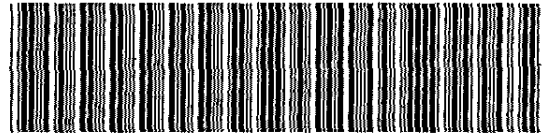
(Business Entity Name)

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2004 SEP 15 PM 1:56
CLERK OF STATE
TALLAHASSEE FLORIDA

9/17/04

Sam C. Caliendo

ATTORNEY AT LAW

OF COUNSEL: Simon M. Casoria, III, Esq.
Charles A. Goff, Esq.

September 13, 2004

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

FILED
2004 SEP 15 PM 1:56
DEPT. OF STATE
TALLAHASSEE FLORIDA

Re: Worldwide Picture Frames, Inc.

Dear Sirs:

Enclosed please find my check in the amount of \$78.85 which is \$35.00 for the filing fee, \$35.00 for the registered agent designation and \$8.75 for a certified copy, along with the executed articles of incorporation, to file the above referenced corporation. Please return the certificate of incorporation and the articles to the undersigned upon filing.

Thank you for your attention to this matter.

Sincerely,



Sam C. Caliendo

ARTICLES OF INCORPORATION
OF
WORLDWIDE PICTURE FRAMES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME OF CORPORATION AND CORPORATE ADDRESS

The name of this corporation is: Worldwide Picture Frames, Inc., and the corporate address is: Points of America I, 2100 S. Ocean Lane, #1606, Fort Lauderdale, FL 33316.

ARTICLE II

DURATION

This corporation has perpetual existence unless otherwise specified in these Articles of Incorporation.

ARTICLE III

PURPOSES

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

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is: Points of America I, 2100 S. Ocean Lane, #1606, Fort Lauderdale, FL 33316, and the Registered agent at that address is: Walter S. Klevay, Sr.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than One (1) nor more than Seven (7). The name(s) and address(es) of the initial Directors(s) of this corporation is:

Walter S. Klevay, Sr.
Points of America I
2100 S. Ocean Lane, #1606
Fort Lauderdale, FL 33316

ARTICLE VII

INCORPORATION

The name and address of the person signing these Articles of Incorporation is:

Walter S. Klevay, Sr.
Points of America I
2100 S. Ocean Lane, #1606
Fort Lauderdale, FL 33316

ARTICLE VIII

BY-LAWS

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

ARTICLE IX

INITIAL ISSUE OF STOCK

<u>Name</u>	<u>Shares</u>
Walter S. Klevay, Sr.	-1,000-

ARTICLE X

APPROVAL OF SHAREHOLDERS FOR MERGER

The approval of the shareholders of this corporation to any plan or merger will be required in every case, whether or not such approval is required by law.

ARTICLE XI

MEETINGS BY CONFERENCE

Members of the Board of Directors may participate in special meetings by conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person, by each Director.

ARTICLE XII

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.

ARTICLE XIII

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 subscriber has executed these Articles of Incorporation this 1st day of SEPTEMBER, 2004.

Walter S. Klevay, Sr.
Subscriber

STATE OF OHIO)
)
COUNTY OF CUYAHOGA)

The foregoing instrument was acknowledged before me this 1st day of SEPTEMBER, 2004, by Walter S. Klevay, Sr. who is personally known to me or who has provided _____ as identification and who did (did not) take an oath.

Harry L. Haber

NOTARY PUBLIC, STATE OF OHIO

My Commission Expires:
NO EXPIRATION DATE

HARRY L. HABER, Attorney At Law
Notary Public, State of Ohio
My commission has no expiration date.
Section 147.03 R.C.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Walter S. Klevay Sr.
Walter S. Klevay, Sr.

Address: Points of America I
2100 S. Ocean Lane, #1606
Fort Lauderdale, FL 33316

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JALLAHASSEE FLORIDA