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FLORIDA PROFIT/NON PROFIT CORPORATION

PALLUTRIES PORTRAIT DESIGN, INC.

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ARTICLES OF INCORPORATION  
OF  
PALLUTRIES PORTRAIT DESIGN, INC.

ARTICLE I - Name and Address

The name of this corporation is PALLUTRIES PORTRAIT DESIGN, INC. The principal office of the corporation is 120 Harborview Lane, Largo, Florida 33770. The mailing address of the corporation is 425 Fifth Street South, Safety Harbor, Florida 34695.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$0.01).

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 120 Harborview Lane, Largo, Florida 33770, and the name of the initial registered agent of this corporation at that address is JENIFER RIES.

ARTICLE V - Incorporator

The name of the person signing these Articles is JENIFER RIES, whose address is 120 Harborview Lane, Largo, Florida 33770.

ARTICLE VI - Initial Board of Directors

The number of Directors constituting the Initial Board of Directors of the Corporation shall be two, and the names and addresses of the persons sworn to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Nancy Palluti	425 Fifth Street South Safety Harbor, Florida 34695
Jenifer Ries	120 Harborview Lane Largo, Florida 33770

Prepared By:  
Troy J. Fardus, Esquire  
Johnson, Pope, Bokor,  
Ruppel & Burns, LLP  
911 Chestnut Street  
Clearwater, Florida 33756  
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ARTICLE VII - OFFICERS

The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Nancy Palluti	President	425 Fifth Street South Safety Harbor, Florida 34695
Jenifer Ries	Vice President	120 Harborview Lane Largo, Florida 33770
Shawn Palluti	Secretary	425 Fifth Street South Safety Harbor, Florida 34695
Kevin Ries	Treasurer	120 Harborview Lane Largo, Florida 33770

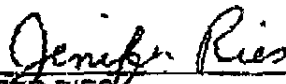
ARTICLE VIII - Indemnification

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

ARTICLE IX - 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.

IN WITNESS WHEREOF, the undersigned, being the original incorporator, has executed these Articles of Incorporation this 25 day of May, 2006.

  
JENIFER RIES

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, PALLUTI RIES PORTRAIT DESIGN, INC., desiring to organize under the laws of the State of Florida, hereby designates the undersigned as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

Dated: May 25, 2006

Jennifer Ries  
JENNIFER RIES

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