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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LIFETOUCH, INC.

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TALLAHASSEE, FLORIDA

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6/28

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

LIFETOUCH, INC.

I.

The name of the corporation is:

LIFETOUCH, INC.

II.

The term for which this corporation shall exist shall be perpetual.

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

Photography Studio.

To purchase, acquire, hold, improve, sell, convey, assign, lease, mortgage, encumber, hire and deal in real and personal property of every name and nature.

To buy, lease, build, erect, equip, operate, maintain, repair and sell homes, apartment houses, residence buildings, office buildings and stores of all kinds and nature or any portion thereof.

To purchase, acquire, hold, sell, assign and transfer, mortgage, pledge and otherwise dispose of the shares of stock, bonds, debentures or other evidences of indebtedness of any corporation, domestic or foreign, and while the owner thereof, to exercise all the rights and privileges of ownership, including the right to vote thereof, and to issue in exchange thereof its own stock, bonds and other obligations.

To own, lease, rent, operate and manage hotels, apartment houses, restaurants, taverns, bars, drug stores, barber shops, garages for motor vehicles, manufacturing plants, distribution and assembly plants, laundry and dry cleaning services, newsstands, dance halls, theaters and other places of public entertainment.

To own, lease, use experiment in buy, sell and develop patents and patent rights of all kinds and for items, objects, products, mechanisms and goods, and to enter into contracts for the purchase, sale disposition and traffic in same, both as principal and as agent.

PREPARED BY:

KEITH J. SCHAKTER, ESQ.

1450 Madruga Avenue, Ste. 406

Coral Gables, Fl. 33146

(305) 663-7323

Fl. Bar No.: 771864

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To buy, sell trade, manufacture, assemble, and deal in and with goods, wares and merchandise of every kind and nature; to carry on such business as wholesalers, retailers, importers and exporters, to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business.

That of engaging in and carrying on the general contracting, construction, repair and maintenance business; the building and erection for itself or for others of any and all structures of any kind and character or any portion of any structure; the manufacturing of any and all products for use in building and construction of every kind and character; and to engage in and carry on any or either of the businesses, and have, exercise and enjoy the powers and privileges granted to corporations for profit by Chapter 606, Florida Statutes 1975, as amended.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, of the attainment of any of the objects or for the furtherance of the powers herein set forth, either alone or in association with other corporations, firms or individuals, and to do so every other act or acts, thing or things, firms or individuals, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part thereof; provided, that the same be not inconsistent with the law under which this corporation is organized.

III.

The corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shares shall be designated "COMMON STOCK".

IV.

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which he already hold, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

V.

The street address of the initial registered office and principal place of business of this corporation is:

7142 N. University Drive
Tamarac, Florida 33321

and the name of the initial registered agent of this corporation at that address is:

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KEITH J. SCHAEFER

VI.

This corporation shall have as directors initially those persons who are designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1) nor more than Five (5). The name(s) and address(es) of the initial director(s) of this corporation are:

NAME

ADDRESS

JEFFREY MARKOW

7142 N. University Drive
Tamarac, FL. 33321

KEITH J. SCHAEFER

1450 Madruga Avenue, Ste. 406
Coral Gables, Florida 33146

VII.

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

PRESIDENT:

JEFFREY MARKOW

VICE PRESIDENT:

KEITH J. SCHAEFER

VIII.

The name and address of the incorporator(s) signing these Articles is:

Name

ADDRESS

KEITH J. SCHAEFER

1450 Madruga Avenue, Ste. 406
Coral Gables, Florida 33146.

IX.

If, at any time, any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing, to the Board of Directors, stating prices and terms, and give the Board of Directors Thirty (30) days in which to place it with the stockholders. At the expiration of Thirty (30) days, if no stockholder has purchased and settled for same, said stockholder or stockholders shall have the right to sell to whomsoever will purchase for the same sum and prices for which it was offered to the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed

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JUN-27-1995 12:49 FROM EMPIRE

TO

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P.05

these Articles of Incorporation, this 27 day of
June, 1995.

Keith J. Scharfer
KEITH J. SCHARFER
Incorporator

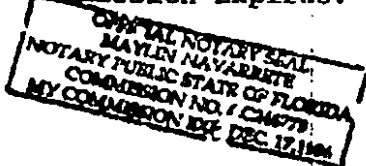
STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledge before me this 27
day of June, 1995 by KEITH J. SCHARFER who is
personally known to me or who has produced a Florida Drivers
License as identification and who did take an oath.

June SWORN TO AND SUBSCRIBED, before me this 27 day of
1995.

Maylen Nayarrete
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



Maylen Nayarrete
Print Name of Notary

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - LIFETOUCH, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF TAMARAC,
STATE OF FLORIDA, HAS NAMED KEITH J. SCHAEFER LOCATED AT 7142 N.
UNIVERSITY DRIVE, TAMARAC, FLORIDA 33312 AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.


KEITH J. SCHAEFER

TITLE: VICE PRESIDENT

DATE: 6-27-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


KEITH J. SCHAEFER
REGISTERED AGENT

DATE: 6/27/95

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STATE OF FLORIDA