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Thomas E. Parnell, P.A.
Attorney at Law

Thomas E. Parnell

Oak Ridge Center
320 W. Fletcher Ave. Suite 104
Tampa, Florida 33612
Telephone (813) 935-2200
Facsimile (813) 935-4444

July 31, 1995

Florida Department of State
Corporation Division/New Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation

Dear Sir/Madam:

I am enclosing an original Articles of Incorporation for **LIFETIME PHOTOS INTERNATIONAL, INC.**, and a check in the amount of \$78.75 which should cover the cost of filing the articles and a certificate of incorporation.

I would appreciate your filing the articles and returning a copy to me as soon as possible. If you require anything further, please advise. Thank you for your help.

Sincerely,


THOMAS E. PARNELL

TEP/lms
Enclosures

AUG 4 1995 BSB

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*****78.75 *****78.75

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ARTICLES OF INCORPORATION
OF
LIFETIME PHOTOS INTERNATIONAL, INC.

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ARTICLE I - NAME

The name of this corporation is LIFETIME PHOTOS INTERNATIONAL, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing upon the filing of the Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III - PURPOSE

The purpose of this corporation is to transact any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock at a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL- PLACE OF BUSINESS

The principal place of business of this corporation shall be 5401 West Kennedy Boulevard, Suite 351, Tampa, Florida 33609.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 320 West Fletcher Avenue, Suite 104, Tampa, Florida 33612. The name of the initial registered agent of this corporation is THOMAS E. PARNELL, ESQUIRE.

ARTICLE VII - RIGHTS OF INITIAL DIRECTORS

The corporation shall have at least one (1) but no more than five (5) directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director becomes a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. Future Directors need not be shareholders. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment until after the adoption of the By-laws at the initial meeting of shareholders and directors following which the procedures set forth herein of in the By-laws, as may be amended from time to time, shall control.

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - RESTRICTIONS ON TRANSFER OF STOCK

Shares of the corporation may be transferred to the corporation, to other stockholders in the corporation or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors and shall be subject to all terms and conditions of any shareholders agreement in effect at that time.

ARTICLE X - CUMULATIVE VOTING

At each election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI - INDEMNIFICATION

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

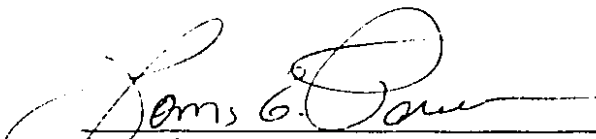
ARTICLE XII - AMENDMENT

The 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 - PREEMPTIVE RIGHTS

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

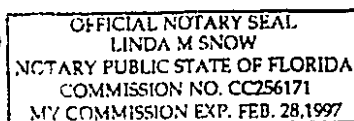
IN WITNESS WHEREOF, the undersigned incorporators and subscribers have executed these Articles of Incorporation, this 31st day of July, 1995.

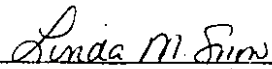

THOMAS E. PARNELL, ESQUIRE
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

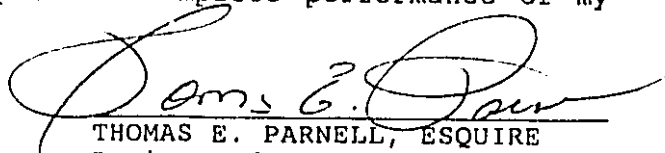
The foregoing instrument was acknowledged before me this 31st day of July, 1995 by THOMAS E. PARNELL, Incorporator of LIFETIME PHOTOS INTERNATIONAL, INC., on behalf of the corporation, who is personally known to me or produced the following as identification: N/A.

(S E A L)




Notary Public - Signature

Having been named as Registered Agent to accept service of process for LIFETIME PHOTOS INTERNATIONAL at 320 West Fletcher Avenue, Suite 104, Tampa, Florida 33612, I 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.


THOMAS E. PARNELL, ESQUIRE
Registered Agent

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Thomas E. Parnell, P.A.
Attorney at Law

Thomas E. Parnell

Oak Ridge Center
320 W. Fletcher Ave. Suite 104
Tampa, Florida 33612
Telephone (813) 435-2200
Facsimile (813) 435-4444

October 10, 1995

Amendment Section
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500001610615
-10/13/95--01070--009
*****35.00 *****35.00

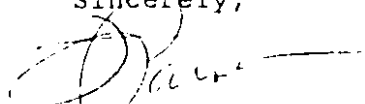
Re: Articles of Amendment for
LIFETIME PHOTOS INTERNATIONAL, INC.

Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation for the above-referenced corporation. I am also enclosing a check for \$35.00 to cover the filing fee of this amendment. I would appreciate your filing the same and if you require anything further, please advise.

Thank you for your assistance in the matter.

Sincerely,


THOMAS E. PARNELL

TEP/lms
Enclosures

Original - CF & RAV
Hand

FILED
95 OCT 13 11:11:46
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION**

Pursuant to the provision of Chapters 617 and 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its Articles of Incorporation.

FIRST: The name of the corporation is:

LIFETIME PHOTOS INTERNATIONAL, INC.

SECOND: The following amendment to the articles is:

The following officer is hereby appointed:

KENNETH VITKUSKE President/Director

THIRD: The new registered agent of the corporation is:


KENNETH VITKUSKE
4332 West Waters, Suite 102
Tampa, Florida 33614

FOURTH: The date of the adoption of this Amendment is September 1, 1995.

FIFTH: This Amendment is approved by the President/Director, **KENNETH VITKUSKE**, as shareholder approval is not required.

Dated: October 4th, 1995.

LIFETIME PHOTOS INTERNATIONAL, INC.

By: 
KENNETH VITKUSKE
President/Director

I HEREBY UNDERSTAND and accept the responsibilities and duties of the corporate registered agent for LIFETIME PHOTOS INTERNATIONAL, INC., and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


KENNETH VITKUSKE

FILED
35 OCT 13 PM 11:46
SECRETARY
OF STATE
TAMPA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

THE FOREGOING instrument was acknowledged before me on this
4th day of October, 1995, by KENNETH VITKUSKE, President/
Director and Registered Agent of LIFETIME PHOTOS INTERNATIONAL,
INC., who is personally known to me or who produced the following
as identification: N/A.

(NOTARY STAMP/SEAL)

Linda M. Snow
NOTARY PUBLIC

