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LAW OFFICE OF  
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95 FEB 12 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 7, 1996

By Federal Express

Secretary of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Fl. 32399

Re: Celestial Portraits, Inc..

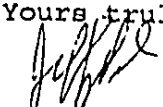
To Whom It May Concern:

800001712758  
-02/12/96--01086--017  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Enclosed is original and two copies of the Articles of Incorporation for the above company. Also enclosed is check for \$122.50 to cover filing and certified copy.

If possible, please return by Federal Express. Ticket is enclosed. Otherwise, self-addressed stamped envelope is also enclosed.

Yours truly,

  
Jeffrey Solomon

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2-15-96

ARTICLES OF INCORPORATION  
OF  
CELESTIAL PORTRAITS, INC.

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WE, THE UNDERSIGNED, subscribers of the Articles of Incorporation, each being a natural person competent to contract, hereby associate ourselves together for the purpose of forming a corporation under the Laws of the State of Florida.

ARTICLE ONE

The name of this corporation shall be:

CELESTIAL PORTRAITS, INC.

ARTICLE TWO

DURATION: The corporation shall commence corporate existence on the date of the execution of these Articles of Incorporation and continue in perpetual existence unless sooner dissolved as provided by law.

ARTICLE THREE

The purpose of the corporation shall be to such extent as a corporation organized under the Florida corporate law of this state may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and

all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws governing corporations of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore, or to otherwise engage in any lawful activity either within or without the state of Florida. The corporation may buy, sell, lease, rent, encumber, deal in or otherwise dispose of real or personal property and engage in any lawful business including retail or wholesale sales, advertising, manufacturing, assembling, act as commission merchant, broker, jobber, dealer, import, export, or any other lawful business activity without limitation; to do any and all other acts and things as are necessary or convenient to the attainment of the purposes of this Corporation, to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the Corporation Law of this state.

#### ARTICLE FOUR

CAPITAL STOCK: The authorized Capital Stock of this company shall be 2000 shares of Common Stock, each having a par value of \$1.00 and full voting rights. Consideration for each share shall be \$1.00 in money, property, or other consideration.

#### ARTICLE FIVE

The initial street address of the corporation's office and the

name and address of the initial Registered Agent is as follows:

CORPORATION ADDRESS:

11214 Pines Blvd.  
Suite 109  
Pembroke Pines, FL 33026

REGISTERED AGENT NAME  
AND ADDRESS:

Jeffrey Solomon, Esquire  
4601 Sheridan Street  
Suite 500  
Hollywood, FL 33021

ARTICLE SIX

DIRECTORS: There shall be one (1) director constituting the initial Board of Directors as follows:

A. C. Solorzano  
11214 Pines Blvd.  
Suite 109  
Pembroke Pines, FL 33026

The number of Directors may be increased or decreased by the by-laws, but shall not be less than one.

ARTICLE SEVEN

SUBSCRIBER: Name and Post Office address of the Subscriber to this Articles of Incorporation and the number of shares of stock she agrees to take and the value of the consideration thereof is:

NAME AND ADDRESS:	SHARES OF COMMON STOCK:	CONSIDERATION:
A. C. Solorzano 11214 Pines Blvd. Suite 109 Pembroke Pines, FL 33026	1000	\$1000.00

ARTICLE EIGHT

It is indicated that the stock of this corporation be issued to take advantage of Section 1244 of the Internal Revenue Code of 1959, and be in accordance with the provisions therein.

ARTICLE NINE

The by-laws of the corporation may be made by the Directors.

IN WITNESS WHEREOF, we have set our hand and seal in Broward County, Florida, this 9 day of January, 1996

A.C. Solorzano  
A.C. Solorzano

STATE OF FLORIDA )

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, A.C. Solorzano, personally known to me or who has produced U.S.A. Certificate of Citizenship as identification and who did take an oath and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and seal at Broward County, Florida this 9 day of February, 1996.



KRISTINE SMITH  
MY COMMISSION # CC368863 EXPIRES  
May 15, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

Kristine Smith  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name \_\_\_\_\_  
My Commission Expires \_\_\_\_\_  
My Commission No. \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That: Celestial Portraits, Inc. desiring to organize under the Laws of the State of Florida with its principal offices, as indicated in the Articles of Incorporation, at 11214 Pines Blvd., Suite 109, Pembroke Pines, FL 33026, in Broward County, State of Florida, has named Jeffrey Solomon, Esquire, 4601 Sheridan Street, Suite 500, Hollywood, FL 33021 as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of and for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office. I am familiar with the provisions of Section 607.0505 and agree to abide by its terms.

BY:   
JEFFREY SOLOMON  
RESIDENT AGENT AND REGISTERED  
AGENT

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