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ACCOUNT NO. : 072100000032

REFERENCE : 996155 81294A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 21, 1996

ORDER TIME : 10:43 AM

ORDER NO. : 996155

CUSTOMER NO: 81294A

CUSTOMER: Layne Verebay, Esq  
FREEDMAN & VEREBAY, P.A.

190 N.E. 199th St., Suite 204  
N. Miami Beach, FL 33179

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-006/21/96--01009--006  
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DOMESTIC FILING

NAME: PICTURE PERFECT  
INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

6/21/96

ARTICLES OF INCORPORATION  
OF  
PICTURE PERFECT INTERNATIONAL, INC.

ARTICLE I - CORPORATE NAME

The name of this corporation is:  
PICTURE PERFECT INTERNATIONAL, INC.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida. The principal place of business is:

1212 Washington Avenue  
Miami Beach, FL 33139

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock of one class only with a par value of one dollar (\$1.00) per share.

The consideration to be paid for each share shall be payable in lawful money or property, labor or service.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon the filing of these articles.

**ARTICLE V - RESIDENT AGENT AND INITIAL RESIDENT OFFICE**

The Resident Agent and the street address of the initial Resident Office of this corporation in the State of Florida shall be:

WAYNE VEREBAY  
190 N.E. 199th Street  
Suite 204  
North Miami, Florida 33179

The Officers of this corporation may from time to time move the Registered Office to any other address in the State of Florida.

**ARTICLE VI - BOARD OF DIRECTORS**

The number of members of the initial Board of Directors shall be one. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the shareholders but shall never be less than one. The name and address of initial Director is:

DENIS GAUMOND  
1212 Washington Avenue  
Miami Beach, FL 33139

**ARTICLE VII - OFFICERS**

The names and addresses of the initial officers of this corporation are:

President:

DENIS GAUMOND  
1212 Washington Avenue  
Miami Beach, FL 33139

Treasurer:

OLIVER DEVERCHERE  
1212 Washington Avenue  
Miami Beach, FL 33139

Secretary:

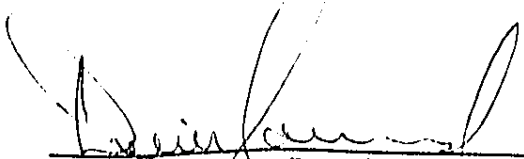
OLIVER DEVERCHERE  
1212 Washington Avenue  
Miami Beach, FL 33139

**ARTICLE VIII - INCORPORATORS**

The name and address of the person signing these articles is:

DENIS GAUMOND  
1212 Washington Avenue  
Miami Beach, FL 33139


IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
19th day of June, 1996.

  
DENIS GAUMOND, President, and  
Incorporator

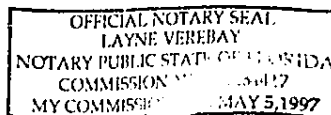
STATE OF FLORIDA     )  
                              ) SS  
COUNTY OF DADE     )

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared DENIS GAUMOND to me known to be the person described in and who executed the foregoing articles of incorporation, and acknowledges before me that said person subscribed to those articles of incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 22 day of June, 1996.

  
NOTARY PUBLIC STATE OF FLORIDA  
AT-LARGE

MY COMMISSION EXPIRES:



ACCEPTANCE OF APPOINTMENT AND  
AGREEMENT TO ACT AS RESIDENT AGENT FOR  
PICTURE PERFECT INTERNATIONAL, INC.

I, LAYNE VEREBAY, have been nominated to act in the capacity of RESIDENT AGENT, to the above named Florida Corporation, and to accept service of process and other legal process on behalf of the said corporation, and do agree to serve in that capacity until further notice is served upon the Secretary of State.

My address for which service can be effected is:

190 N.E. 199th Street  
Suite 204  
North Miami, Florida 33179

ACCEPTED this 19th day of June, A.D. 1996.

\_\_\_\_\_  
LAYNE VEREBAY