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SANTIAGO DIEZ, P.A.
Banco Santander Center
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1401 Brickell Avenue
Miami, Florida 33131

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August 26, 1996

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
8.22.96

900001935599
-08/29/96--01049--011
***122.50 ***122.50

Re: Portraits Al Carbon By Baldo, Inc.

Dear Sir or Madam:

Enclosed herewith please find original Articles of Incorporation and a copy for the above-referenced company. Enclosed also is a check in the amount of \$ 122.50 for filing fee.

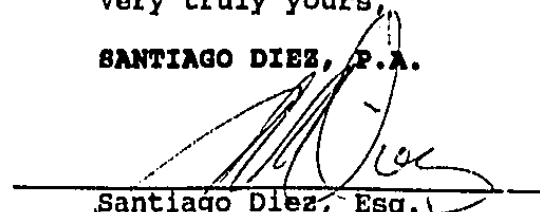
Please return a certified copy of said Articles of Incorporation to us in the enclosed envelope.

Thank you for your attention to this matter.

Very truly yours,

SANTIAGO DIEZ, P.A.

By:


Santiago Diez, Esq.

SD/sf
Encl.

9.3.96

PER Mr. Diez, Effective
date to go back 5 days
from receipt date (8.29.96)
KR

FILED
95 AUG 29 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9.3.96
KR

RECEIVED
8-22-76

ARTICLES OF INCORPORATION

OF

PORTRAITS AL CARBON BY BALDO, INC

FILED
SS AUG 29 PM 2:11
CLERK OF DISTRICT COURT
STATE OF FLORIDA

I, the undersigned, being of legal age and a natural person do hereby incorporate, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME & PRINCIPAL ADDRESS

The name of this corporation shall be PORTRAITS AL CARBON BY BALDO, INC. The principal office and mailing address of this corporation shall be:

PORTRAITS AL CARBON BY BALDO, INC.
1720 N. River Drive
Unit 302
Miami, Florida 33125

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any and all lawful activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares	Par Value	Class of
<u>Authorized</u>	<u>Per Share</u>	<u>Stock</u>
7,500.00	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 1720 N. River Drive, Unit 302, Miami, Florida 33125, with the privilege of having its offices and branch offices at other places within the State of Florida. The initial registered agent at that address shall be ESTHER L. CARBALLOSA. The Board of Directors may from time to time designate such other address and place for the registered office of this corporation as it may see fit.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND INITIAL OFFICERS

This corporation shall have one (1) director initially with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders. In addition, the corporation shall have a President and a Secretary to serve as initial officers with the exact number of officers, and their term in office, to be specified in the corporate by-laws. The name and address of the Directors and Officers of the corporation, who shall hold office for the first year or until their

successor(s) are duly elected and qualified, or appointed shall be:

Name and title

Address

Esther L. Carballosa
President, Secretary &
Director

1720 N. River Drive
Unit 302
Miami, Florida 33125

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is: ESTHER L. CARBALLOSA, 1720 N. River Drive, Unit 302, Miami, Florida 33125.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law, as the law now exists or as it may be amended hereafter.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

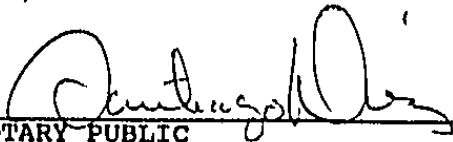
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation under the laws of State of Florida this 4th day of August, 1996.


ESTHER L. CARBALLOSA
Incorporator

STATE OF FLORIDA }
COUNTY OF DADE } ss:

BEFORE ME, the undersigned authority, personally appeared ESTHER L. CARBALLOSA, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 14th day of August, 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



SANTIAGO DIEZ
My Commission CC302704
Expires Jul. 19, 1997
Bonded by HAI
800-422-1855


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

In compliance with the laws of the State of Florida, the following is submitted:

First, that PORTRAITS AL CARBON BY BALDO,^{INC.} desiring to organize under the laws of the State of Florida, has named ESTHER L. CARBALLOSA, 1729 N. River Drive, Unit 302, Miami, Florida 33 25 as its statutory registered agent.

ACKNOWLEDGEMENT

Having been made the statutory agent of the above corporation at the place designated in this certificate I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


ESTHER L. CARBALLOSA
Registered Agent

DATED: this 4th day of August, :996.

FILED
96 AUG 29 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA