

Law Office
of
Hamden H. Baskin, III, P.A.

516 So. Ft. Harrison Avenue
Clearwater, Florida 34615

Telephone 813/447-2924
Fax 813/446-0049

Via Federal Express

December 12, 1995

State of Florida
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

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-12/13/96--01049--003
****122.50 ****122.50

RE: Portraits of Distinction
The Studio, Inc.

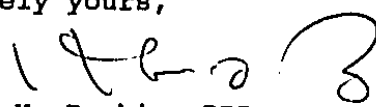
Dear Sirs:

Enclosed please find original Articles of Incorporation for the above referenced corporation. Also enclosed is our firm's check in the amount of \$122.50 for your filing fees.

Kindly process same and return your receipt to our office in the envelope enclosed for your convenience.

Thanking you in advance and with the kindest of personal regards,
I remain

Sincerely yours,


Hamden H. Baskin, III
Attorney at Law

HHBIII:dlw

Enclosures: as stated

cc: Nelson Jones

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TALLAHASSEE, FLORIDA
STATE


12/14

ARTICLES OF INCORPORATION

OF

PORTRAITS OF DISTINCTION
THE STUDIO, INC.

The undersigned, acting as incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is:

PORTRAITS OF DISTINCTION
THE STUDIO, INC.

ARTICLE II

The principal office of the corporation is located at:

516 N. FT. HARRISON AVENUE
CLEARWATER, FL 34615

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(A) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(B) To conduct business in, or have one or more offices in, and buy hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

(C) To conduct debts and borrow money, issue and sell or

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TALLAHASSEE FLORIDA

pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(D) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock and to perform and conduct all other business allowed by the laws of the State of Florida.

(F) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, and to perform any act authorized or allowed by the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock, having par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than the sum of \$100.00.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

SPECIAL PROVISION

It is the intent of the incorporator that the corporation may qualify as a Subchapter S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the registered agent and office of this corporation in the State of Florida is:

HAMDEN H. BASKIN, III
516 N. FT. HARRISON AVENUE
CLEARWATER, FL 34615

ARTICLE IX

DIRECTORS

The corporation shall have one director initially, NELSON JONES. The number of directors may be increased from time to time, by amendment to the bylaws, but shall never be less than one (1).

ARTICLE X

INITIAL DIRECTOR(S)

The name and street address of the member of the first Board of Directors is:

NELSON JONES
C/O HAMDEN H. BASKIN, III, ESQUIRE
516 N. FT. HARRISON AVENUE
CLEARWATER, FL 34615

ARTICLE XI

INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

HAMDEN H. BASKIN, III, ESQUIRE
516 N. FT. HARRISON AVENUE
CLEARWATER, FL 34615

The incorporator certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

ARTICLE XII

INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, his Testator, or intestate, is or

was a director, officer or employee of the corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

ARTICLE XIII

BYLAWS OR STOCKHOLDERS AGREEMENT

By stockholders agreement or bylaws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including, but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interest in the corporation. The bylaws may be repealed or amended, and new bylaws may be adopted, by either the Board of Directors or the stockholders, but the Board of Directors may not amend or repeal any bylaw adopted by the stockholders if the stockholders specifically provide such bylaw not subject to amendment or repeal by the directors.

ARTICLE XIV

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 stockholder's 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

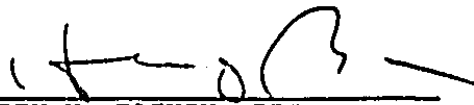
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ARTICLE XV

DATE OF INCEPTION

The date the corporate existence shall begin shall be as of the date of filing and acceptance of these Articles of Incorporation by the Secretary of State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12th day of December, 1996.



HAMDEN H. BASKIN, III,

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 12th day of December, 1996, by HAMDEN H. BASKIN, III, who is personally known to me and who did not take an Oath.




GLEND A. J. VANDERLOOP
MY COMMISSION # CC327944 EXPIRES
November 14, 1997
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public State of Florida
My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida.



HAMDEN H. BASKIN, III

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