

P97000001923  
JOHN M. HILLIARD, ESQ.

December 21, 1996

Department of State  
of Florida  
P. O. Box 6327  
Tallahassee, FL 32314

600002039896--6  
-12/27/96--01111--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Articles of Incorporation  
Portrait Perfect, Inc.  
And  
Appointment & Acceptance by Registered Agent of  
Portrait Perfect, Inc.

Dear Sir or Madam:

800002053948--4  
-01/10/97--01058--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Pursuant to the Florida Business Corporation Act, Sections 607.0122, 607.0202, 607.0203, 607.0301, 607.0401, 607.0402, 607.0501, 607.0601 and 607.0725, the undersigned Incorporator does hereby enclose the following items, to wit:

1. One original set of Articles of Incorporation for Portrait Perfect, Inc. and two conformed set copies thereof
2. Original Appointment & Acceptance by Registered Agent of Portrait Perfect, Inc. and enclosed appropriate filing fee

In connection herewith, please find enclosed the undersigned's check number 5118, in the amount of \$35.00, payable in favor of the Department of State of Florida, whereby representing the appropriate filing fee for the Articles of Incorporation.

Please return one conformed set of Articles of Incorporation with evidence of filing to the attention of the undersigned. Thank you for your cooperation and assistance concerning this matter.

Very truly yours,

John M. Hilliard

JMH/dh

Enclosures

EFFECTIVE DATE

Jan 1, 1997

FILED  
56 DEC 27 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
Jan 1, 1997  
ARTICLES OF INCORPORATION  
OF  
PORTRAIT PERFECT, INC.

FILED  
96 DEC 27 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned natural person, acting as incorporator of a Corporation (herein so-called) under the Florida Business Corporation Act (the "Act"), hereby adopt the following Articles of Incorporation for the Corporation:

1. Name. The name of the Corporation is PORTRAIT PERFECT, INC.
2. Duration. The period of duration of the Corporation is perpetual.
3. Purpose. The purpose for which the Corporation is organized is to engage in the transaction of any and all lawful purpose or purposes of business for which corporations may be incorporated under the Act.
4. Shares. The aggregate number of shares of capital stock which the Corporation has authority to issue is 1,000,000 par value \$1.00 per share designated Common Stock. Each share of Common Stock shall have identical rights and privileges in every respect.
5. Effective Date of Incorporation. Notwithstanding the actual filing date of these Articles of Incorporation, the corporate existence pursuant to the Act shall begin January 1, 1997.
6. Commencement of Business. The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000 consisting of money, labor done, or property actually received.
7. Preemptive Rights. No shareholder or other person shall have any preemptive right whatsoever.
8. Bylaws. The Board of Directors shall adopt the initial bylaws of the Corporation and may thereafter alter, amend, or repeal the bylaws of the Corporation or may adopt new bylaws, subject to the shareholders' concurrent right to alter, amend, or repeal the bylaws or to adopt new bylaws. The shareholders may provide that any or all bylaws altered, amended, repealed, or adopted by the shareholders shall not be altered, amended, reenacted, or repealed by the Board of Directors.

9. Number of Votes. Each share has one vote on each matter on which the share is entitled to vote.
10. Cumulative Voting Denied. Cumulative voting for the election of directors is expressly denied and prohibited.
11. Majority Vote. A majority vote is sufficient for any action which requires the vote or concurrence of shareholders, but in no event shall a quorum consist of less than one-third of the shares entitled to vote.
12. Indemnification. The Corporation shall have the power and authority to indemnify any person to the fullest extent permitted by law.
13. Transactions Among Interested Parties.
  - a. Validity. If Subparagraph b is satisfied, no contract or other transaction between the Corporation and any of its directors, officers or security holders, or any corporation or firm in which any of them are directly or indirectly interested, shall be invalid solely because of this relationship or because of the presence of the director, officer, or security holder at the meeting authorizing the contract or transaction, or his participation or vote in the meeting or authorization.
  - b. Disclosure, Approval, Fairness. Subparagraph a shall apply only if:
    - (1) the material facts of the relationship or interest of each such director, officer, or security holder are known or disclosed:
      - (a) to the Board of Directors and it nevertheless authorizes or ratifies the contract or transaction by a majority of the directors present, each such interested director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote; or
      - (b) to the security holders and they nevertheless authorize or ratify the contract or transaction by a majority of the shares present, each such interested person to be counted for quorum and voting purposes; and

(2) the contract or transaction is fair to the Corporation as of the time it is authorized or ratified by the Board of Directors or the security holders.

c. Nonexclusive. This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision.

14. Repurchase of Stock. The Corporation shall have the authority to purchase, directly or indirectly, its own shares to the extent of the aggregate of the unrestricted capital surplus available therefore and unrestricted reduction surplus available therefore, without submitting such purchase to a vote of the shareholders of the Corporation.

15. Registered and Principal Office and Agent. The street address of the initial registered office of the Corporation and its principal office is 980 Cape Marco Drive, Suite 401, Marco Island, Florida, 34145, and the name of its initial registered agent at such address is John M. Hilliard.

16. Initial Directors. The number of directors constituting the initial Board of Directors is two, and the names and addresses of those persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and qualified, are:

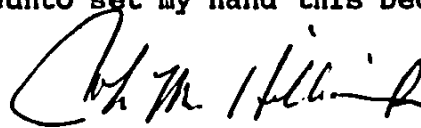
<u>Name</u>	<u>Address</u>
Debora A. Hilliard	980 Cape Marco Dr., Suite 401 Marco Island, Florida 34145
John M. Hilliard	980 Cape Marco Dr., Suite 401 Marco Island, Florida 34145

17. Incorporator. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
John M. Hilliard	980 Cape Marco Dr., Suite 401 Marco Island, Florida 34145

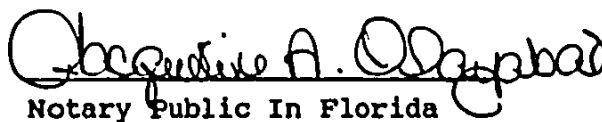
The incorporator is age 18 years or more.

9H In witness whereof, I have hereunto set my hand this December  
21, 1996.  
23.



John M. Hilliard, Incorporator

23,  
Sworn to December 21, 1996.

  
Notary Public In Florida

Jacqueline A Olazabel  
My Commission CC880638  
Expires Aug. 28, 2000

JOHN M. HILLIARD, ESQ.

FILED  
96 DEC 27 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 21, 1996

Department of State  
of Florida  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Appointment & Acceptance by Registered Agent of  
Portrait Perfect, Inc.

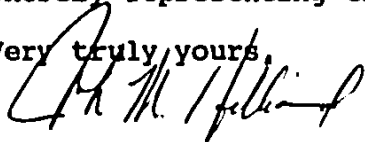
Dear Sir or Madam:

Pursuant to the Florida Business Corporation Act, Section 607.0501, the undersigned does hereby accept the appointment as a registered agent contemporaneously with being so designated under the Articles of Incorporation of Portrait Perfect, Inc. as filed with the Department of State.

Furthermore, the undersigned registered agent of Portrait Perfect, Inc. is familiar with, and accepts, the obligations of such position for the service of process at his registered office for the Corporation. The registered office as stated in the Corporation's Articles of Incorporation is 980 Cape Marco Dr., Suite 401, Marco Island, Florida 34145.

In connection herewith, please find enclosed the undersigned's check number 5117, in the amount of \$35.00, payable in favor of the Department of State of Florida, whereby representing the appropriate filing fee.

Very truly yours,



John M. Hilliard

JMH/dh

Enclosure

cc: Portrait Perfect, Inc.