

JOHN M. HILLIARD, ESQ.

P97000001923

December 10, 1998

Secretary of State  
Amendment Section  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Articles of Dissolution  
Portrait Perfect, Inc.  
Document No. P97000001923

FILED  
98 DEC 15 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

400002713704--7

-12/15/98--01101--004

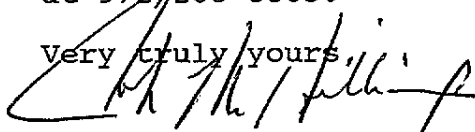
I spoke with your filing and amendment sections ~~yesterday~~ ~~\*\*\*\*\*35.00~~ regarding the status of Portrait Perfect, Inc. I advised them that we had not received any notice from the department. I further advised them that Portrait Perfect, Inc. had ceased operation in June 1998, and dissolved by corporate resolution effective September 1, 1998. Moreover, I had just completed the company's Articles of Dissolution regarding this matter.

Therefore, pursuant to the Florida Business Corporation Act, please find enclosed the original and one copy of the Articles of Dissolution, and Corporate Resolution for Portrait Perfect, Inc., and the \$35.00 filing fee. Please file the original Articles of Dissolution and file stamp the copy of same and return to the attention of the undersigned at the following address: 7212 Family Farm, Plano, Texas 75024. In addition, please provide the undersigned with an issuing certificate of dissolution for the above referenced corporation.

Thank you for your cooperation concerning this matter. Should you have any questions or comment, please contact me at 972/208-8805.

sent BACK for checks

Very truly yours,



John M. Hilliard

JMH/dh

Enclosures

APC  
12/29/98

ARTICLES OF DISSOLUTION  
OF  
PORTRAIT PERFECT, INC.

FILED  
98 DEC 15 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Article 607 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. Name. The name of the Corporation is Portrait Perfect, Inc.
2. Date of filing articles of incorporation. The articles of incorporation for Portrait Perfect, Inc. were filed on December 27, 1996, effective January 1, 1997 and assigned document number P97000001923.
3. Names and addresses of Officers. The names and respective addresses of the Corporation's officers are:

Name	Address
John M. Hilliard, President and Treasurer.	7212 Family Farm Plano, Texas 75024
Debora A. Hilliard, Secretary	7212 Family Farm Plano, Texas 75024
4. Name and address of sole Director. The name and respective address of the Corporation's sole Director is:

Name	Address
John M. Hilliard	7212 Family Farm Plano, Texas 75024
5. Debts, obligations, and liabilities. The Corporation's property and assets were not sufficient to satisfy and discharge all of its liabilities and obligations. However, all property and assets of the Corporation have been applied so far as they would go to the payment thereof toward its liabilities and obligations in a just and equitable manner or adequate provision has been made for such application, and that no property or assets remained available for distribution among its shareholder.
6. Distribution among Shareholders. No property or assets remained for distribution to Shareholders after applying it as far as it would go to the just and equitable payment of the liabilities and obligations of the Corporation.
7. Dissolution by Act of the Corporation. The Corporation, pursuant to its Articles of Incorporation, Bylaws and provisions of Article 607 of the Florida Business

Corporation Act, elected to dissolve by act of the Corporation on September 1, 1998.

- (a) a true and correct copy of the Corporation's Resolution to dissolve, and a statement that such resolution was adopted by the Shareholders of the Corporation on September 1, 1998, is attached hereto as Exhibit "A" and incorporated herein by reference
- (b) the Corporation has 100,000 shares outstanding, and such shares were entitled to vote for dissolution by the Corporation pursuant to its Articles of Incorporation and Bylaws consistent with a representation and majority of shares present and voting constituting a quorum
- (c) the number of shares voted for and against such resolution, respectively were 100,000 shares in favor of dissolution and 0 shares against, whereby constituting a unanimous vote of the total outstanding shares entitled to vote thereon

Dated: December 10, 1998

Portrait Perfect, Inc.

By: John M. Hilliard  
John M. Hilliard, President and Director

State of Texas       )  
County of Dallas    )

I, Sarah Dominguez, a Notary Public, do hereby certify that on this 10<sup>th</sup> day of December, 1998, personally appeared before me John M. Hilliard, who, being by me first duly sworn, declared that he is the President and Director of Portrait Perfect, Inc., that he signed the foregoing document as President and Director of the Corporation, and that the statements therein are true.



Sarah Dominguez  
Notary Public

Exhibit "A"

CORPORATE RESOLUTION  
OF  
PORTRAIT PERFECT, INC.

September 1, 1998

I, John M. Hilliard, the undersigned, being the sole Director and Shareholder of Portrait Perfect, Inc., a Florida Corporation (hereinafter referred to as the "Corporation"), pursuant to the Corporation's Articles of Incorporation and By-laws effective January 1, 1997, do hereby consent to and ratify the following unanimous resolutions passed at the special meeting of the Board of Directors and Shareholders of the Corporation held September 1, 1998, in Dallas, Texas:

1. Corporation Insolvency and Dissolution

RESOLVED, that the Corporation's liabilities exceed its assets; and that the Corporation's business assets shall be liquidated and applied toward its debts and obligations so far as they would go to the just and equitable payment of those debts and obligations or adequate provision shall be made for such application.

FURTHER RESOLVED, the Corporation is defunct and for want of capital unable to continue its business and affairs as a viable entity pursuant to the provisions of the Florida Business Corporation Act. Therefore, the Corporation's President and Director is hereby authorized to file the appropriate legal documents, and file the Corporation's final Federal Income Tax and Florida Sales and Use Tax Returns, effectively dissolving the Corporation and surrendering its Corporate Charter Document Number P97000001923 and Certificate of Incorporation to the Secretary of State of Florida.

FURTHER RESOLVED, that no properties or assets of the Corporation remained for distribution to its Shareholder after applying the properties and assets of the Corporation so far as they would go to the just and equitable payment of the debts and obligations of the Corporation or making adequate provision for such application.

FURTHER RESOLVED, that the Corporation shall employ the accounting services of Henderson Champion Edwards, LLP, Certified Public Accountants regarding its final Federal Income Tax and State Sales and Use Tax filings with the appropriate Federal and State Agencies. The Corporation's Shareholder shall be liable for the cost associated with the tax preparation and filings and dissolution expense.

NOW THEREFORE, be it resolved that the foregoing matters of the Corporation discussed and unanimously voted on and approved at the Special Meeting of the Corporation's Board of Directors and Shareholders, are hereby recorded and approved by the undersigned pursuant to the directive of the Corporation's Directors and Shareholders according to the Corporation's Articles of Incorporation, By-laws, and Corporate Resolutions thereto, and shall be deemed effective as of the date set forth hereinabove.

ATTEST:

By Deborah A. Hilliard  
Deborah A. Hilliard  
Secretary

PORTRAIT PERFECT, INC.

By John M. Hilliard  
John M. Hilliard  
President, Director and  
Sole Shareholder