

P97000022549



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 289393 82724A

AUTHORIZATION :

Patricia Pajot

COST LIMIT : \$ 122.50

ORDER DATE : March 11, 1997

ORDER TIME : 2:29 PM

ORDER NO. : 289393-005

CUSTOMER NO: 82724A

CUSTOMER: David N. Morrison, Esq
MORRISON & CONROY

Suite 101
975 Sixth Avenue, South
Naples, FL 33940

DOMESTIC FILING

NAME: THE PICTURE FACTORY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CHARLIE EARNEST

EXAMINER'S INITIALS:

K.R. MAR 12 1997

RECEIVED
97 MAR 12 PM 12:07
DIVISION OF CORPORATION

FILED
97 MAR 12 PM 2:38
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
THE PICTURE FACTORY, INC.

FILED
97 MAR 12 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE PICTURE FACTORY, INC.

The address of the principal office of this corporation shall be 533 Turtle Hatch Lane, Naples, Florida, 34102 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Roger D. Ciskie
Dir.

975 6th Avenue South
Naples Florida 34102

Mark-Clark Bates
Dir.

533 Turtle Hatch Lane
Naples, Florida 34102

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Roger D. Ciskie
Pres.

975 6th Avenue South
Naples, Florida 34102

Mark-Clark Bates
V.Pres.

533 Turtle Hatch Lane
Naples, Florida 34102

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on March 11, 1997.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Kizer

Its Agent, Karen B. Rozar

SKD/wce

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA