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ABRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

MILTON S. BLAUT X
ALAN B. COHN *
MAURICE M. GARCIA
GENE K. GLASSER *
WILLIAM S. KRAMER 0
SCOTT A. ORTH
JENNIFER E. PRICE
LEONARD ROBBINS
KENNETH A. RUBIN
REUBEN M. SCHNEIDER 0 X *
PETER R. SIEGEL
JACK F. WEINS
DAVID WEISMAN 0

EDWARD S. RESNICK (RET.)

OF COUNSEL
STANLEY D. GOTTSSEGEN 1

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

0 BOARD CERTIFIED REAL ESTATE LAWYER

* MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
1 MEMBER OF OHIO BAR

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PLEASE REPLY TO:

Boca

FILE NO.:

April 4, 1997

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-04/07/97-01097-012
****131.25 ****131.25

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

Re: Articles of Incorporation
Personal Touch Photography, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$131.25 representing the filing fees. Please forward evidence of filing to the undersigned at your earliest convenience.

Sincerely,



William S. Kramer

WSK/smb
Enclosures

SEARCHED
INDEXED
FILED
APR 7 1997
CLERK'S OFFICE
STATE OF FLORIDA
4-9-97

ARTICLES OF INCORPORATION
OF
PERSONAL TOUCH PHOTOGRAPHY, INC.

ARTICLE I

NAME

The name of the corporation is

PERSONAL TOUCH PHOTOGRAPHY, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock. The shares shall not be divided into classes, nor may this corporation issue preferred stock without an amendment to its Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE

The principal office or mailing address of this corporation is

1045 S.E. 15th Street, #13-B
Ft. Lauderdale, Florida 33316

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1045 S.E. 15th Street, #13-B, Ft. Lauderdale, Florida 33316, and the name of the initial registered agent of this corporation at that office is Leonard Santosuoso.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Leonard Santosuoso
1045 S.E. 15th Street, #13-B
Ft. Lauderdale, Florida 33316

ARTICLE VIII

INCORPORATORS

The name and address of the person signing these Articles is:

Leonard Santosuoso
1045 S.E. 15th Street, #13-B
Ft. Lauderdale, Florida 33316

ARTICLE IX

POWERS

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI

ACTION BY DIRECTORS WITHOUT A MEETING

The director of this corporation may take action by written consent, as provided by law.

ARTICLE XII

INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holder of such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII

BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders specifically provide such bylaw is not subject to amendment or repeal by the director.

ARTICLE XIV

PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of March 97, 1997.


LEONARD SANTOSUOSO

30586

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST--THAT PERSONAL TOUCH PHOTOGRAPHY, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF
FT. LAUDERDALE, STATE OF FLORIDA, HAS NAMED LEONARD SANTOSUSSO
LOCATED AT 1045 S.E. 15TH STREET, #13-B, FT. LAUDERDALE, FLORIDA
33316, CITY OF FT. LAUDERDALE, STATE OF FLORIDA, AS ITS REGISTERED
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Leonard Santosuoso
LEONARD SANTOSUSSO

TITLE: President

DATE: 3/21/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Leonard Santosuoso
LEONARD SANTOSUSSO

DATE: 3/21/97

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