

P98000018756

LAW OFFICES
MANZINI & ASSOCIATES, P.A.

ALFRED I. DUPONT BUILDING
SUITE 1500
169 EAST FLAGLER STREET
MIAMI, FLORIDA 33131-1231

NICOLAS A. MANZINI*
MAIDENLY SOTUYO-MACALUSO

TELEPHONE (305) 577-9903
TELEFAX (305) 577-6121

TWO POST LANE
P.O. BOX SIX
PALISADES, N.Y. 10964
TELEPHONE (914) 359-9044
359-9159

* ALSO MEMBER OF N.Y. BAR

February 24, 1998

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

EFFECTIVE DATE
2-20-98

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-02/26/98--01032--011
****122.50 ****122.50

Re: A Picture Perfect Occasion, Inc.
Our File No. 1420.01

Gentlemen:

Enclosed for filing is an original and one (1) copy of the Articles of Incorporation for the above-named corporation. Also enclosed is a check in the amount of \$122.50 covering your fee for filing, certified copy and registered agent designation.

Please return to the undersigned a certified copy of the Articles of Incorporation as soon as they are filed.

Sincerely,



EVELYN TORRALES
Legal Assistant

Enclosures

I:\WORK\1420\01\L-DIVISO.01
February 24, 1998

FILED
98 FEB 26 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/26/98

EFFECTIVE DATE
2-20-48

ARTICLES OF INCORPORATION
OF
A PICTURE PERFECT OCCASION, INC.

FILED

98 FEB 26 AM 11: 51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being of legal age and natural persons, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be A PICTURE PERFECT OCCASION, INC. and the initial address of the corporation shall be 2200 S.W. 82nd Ave, Miami, Florida 33155.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of</u> <u>Shares Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of Stock</u>
500	\$1.00	Common

The consideration for all of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series, is that which he or she already owns, every

stockholder of this corporation shall have the pre-emptive right to purchase his or her pro rata share thereof at the price which it has offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence effective as of February 20, 1998, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at Alfred I. duPont Building, Suite 1500, 169 East Flagler Street, Miami, Florida 33131, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be NICOLAS A. MANZINI.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, is:

Ivette Pardina
2200 S.W. 82nd Ave
Miami, Florida 33155

Michelle N. Diaz
2490 S.W. 122nd Court
Miami, Florida 33175

ARTICLE VIII

The names and addresses of the incorporators are IVETTE PARDINA, 2200 S.W. 82nd Ave, Miami, Florida 33155 and MICHELLE N. DIAZ, 2490 S.W. 122nd Court, Miami, Florida 33175.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be effected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of a majority thereof, and any Director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 23rd day of February, 1998.

IVETTE PARDINA
IVETTE PARDINA, Incorporator

Michelle N. Diaz
MICHELLE N. DIAZ, Incorporator

STATE OF FLORIDA :
 : SS.
COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared IVETTE PARDINA, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after first being duly sworn upon oath, acknowledged before me that she executed the same for the purpose therein expressed. *She is personally known to me.*

WITNESS my hand and official seal in the state and country
last aforesaid this 23rd day of February, 1998.

Signature:

Name:

Title:

Serial No.:

My Commission



EVELYN TORRALES

NY-COMMISSION # CC361610 EXPIRES

April 5, 1998

BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA :

: SS.

COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared MICHELLE N. DIAZ, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after first being duly sworn upon oath, acknowledged before me that she executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the state and country
last aforesaid this 23 day of February, 1998. 1

Fla. Driv. Lic. #
D200-SS4-76-707-0

Signature:

Name:

Title:

Serial No.:

My Commission Expires:



EVELYN TORRALES

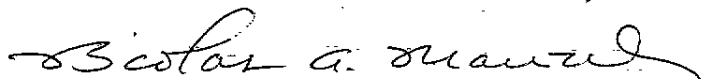
MY COMMISSION # CC361610 EXPIRES
April 5, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE
OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

First, that A PICTURE PERFECT OCCASION, INC., desiring to organize under the laws of the State of Florida, has named NICOLAS A. MANZINI, Alfred I. duPont Building, Suite 1500, 169 East Flagler Street, Miami, Florida 33131, County of Dade, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325, F.S.


NICOLAS A. MANZINI,
Registered Agent

DATED this 20th day of February, 1998.

FILED
98 FEB 26 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA