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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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NAME: ~~FRAMING MEMORIES, INC.~~  
FRAME ALL, INC.

AUDIT NUMBER.....H98000003921

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A. (S)

CERT. OF STATUS..1

PAGES..... 3

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

February 26, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: FRAMING MEMORIES, INC.  
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Barbara Brock  
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ARTICLE OF INCORPORATION  
OF  
**FRAME ALL, INC.**

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THE UNDESIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT(S).

ARTICLE I NAME

THE NAME OF THE CORPORATION WILL BE: **FRAME ALL, INC.**  
THE PRINCIPLE PLACE OF BUSINESS OF THIS CORPORATION WILL BE: THE STATE OF  
FLORIDA AND ALL THE UNITED STATES: 17740 SW 112 PLANE.  
MIAMI, FL 33157

ARTICLE II NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA OR ANY OTHER STATES, COUNTRY, TERRITORY, OR NATION.

ARTICLE III CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND IT'S VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANYONE TIME IS: ONE HUNDRED SHARES OF COMMON STOCK WITH PER VALUE OF THE (\$10.00) DOLLARS PER SHARE, ALL OF THE STOCK WILL BE PAYABLE IN CASH, REAL OR PERSONAL PROPERTY, OR LABORS, OR SERVICES IN LIEU OF CASH VALUATION OF ANY OF THE ABOVE TO BE FIXED BY THE BOARD OF DIRECTORS OF THIS CORPORATION.

Prepared by: J & C Accounting Services, inc.  
1550 S W 1ST Street, Ste. # 10  
Miami, FL 33135  
Phone (305)643-6639

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ARTICLE IV TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE V OFFICERS DIRECTORS

THE NAME(S) AND STREET ADDRESS(E) OF THE INITIAL OFFICER(S) AND DIRECTOR(S), IF ANY, WHO WILL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION'S EXISTENCE UNTIL THEIR SUCCESSOR(S) IS/ARE ELECTED, IS/ARE:

GERMAN RESTREPO -PRESIDENT

17740 S W 112 PLANE  
MIAMI, FL 33157

RONALDO ALTAMIRANO -VICE-PRESIDENT

17020 NW 54 CT  
OPA LOCKA, FL 33055

ARTICLE VI INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS (E'S) OF THE CORPORATOR(S) TO THIS ARTICLES OF INCORPORATION IS/ARE:

GERMAN RESTREPO	-PRESIDENT
RONALDO ALTAMIRANO	-VICE-PRESIDENT
17740 S W 112 PLANE	
MIAMI, FL 33157	

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR(S) HAS/HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 25<sup>th</sup> of FEBRUARY, 1998.

  
GERMAN RESTREPO  
PRESIDENT

  
RONALDO ALTAMIRANO  
VICE-PRESIDENT

H98000003921

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

**1. The name of the corporation:**

FRAME-ALL, INC.

**2. The name and address of the registered agent and office is:**

J & C ACCOUNTING SERVICES, INC., 1550 SW 1ST STREET, STE. #10

**(P.O. BOX NOT ACCEPTABLE)**

MIAMI, FL 33135

**(CITY/STATE/ZIP)**

**SIGNATURE** *James J. ...*

**TITLE** PRESIDENT

**DATE** FEBRUARY 25, 1998.

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TALLAHASSEE, FLORIDA

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

**SIGNATURE** *Paul ...*

**DATE** FEBRUARY 25, 1998.