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P98000020060

February 26, 1998

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

Dear Sir/ Madam:

Enclosed are Articles of Incorporation for Priceless Portraits, Inc. Please send confirmation to my office as well as a file stamped copy of the Articles. Enclosed please find check in the amount of \$122.50 for filing fee.

Thank you for your prompt attention to this matter.

Sincerely,

NJOset
Nancy J. Oset

NJO:tb
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
3-3-98

ARTICLES OF INCORPORATION

OF

Priceless Portraits, Inc.

These Articles of Incorporation are signed and delivered by the undersigned for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: Priceless Portraits, Inc.

ARTICLE II. EXISTENCE

This corporation shall exist perpetually.

ARTICLE III. GENERAL PURPOSES

The general purposes for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated pursuant to Chapter 607, Florida Statutes.

ARTICLE IV. 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 a nominal or par value of \$1.00 per share.

ARTICLE V. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

P.O. Box 330
Oldsmar, FL 34677-0330

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial Registered Agent is:

Kelly M. Brady
12804 Twin Branch Acres Road
Tampa, FL 33626

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TALLAHASSEE, FLORIDA

ARTICLE VII. INCORPORATOR

The name and address of the incorporator is:

Kelly M. Brady
12804 Twin Branch Acres Road
Tampa, FL 33626

ARTICLE VIII. MANAGEMENT BY SHAREHOLDERS

This corporation shall not have more than 75 shareholders nor shall it have directors. The business affairs of the corporation and all the corporate powers shall be managed and exercised under the direction and authority of the shareholders.

ARTICLE IX. BYLAWS

The By-Laws, agreements, resolutions, and consents of this corporation as adopted by the shareholders shall govern all matters pertaining to the corporation not otherwise set forth in these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 day of February, 1998.

Kelly M. Brady
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on this 26 day of February, 1998 by Kelly M. Brady personally known to me or who produced _____ as identification.

Nancy J. Oset
NOTARY PUBLIC



NANCY J OSET
My Commission CC463458
Expires May. 14, 1999
Bonded by ANB
800-852-5878

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the foregoing articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 26 day of February, 1998.

Kevin M. Brady
REGISTERED AGENT

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