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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: PICTURE PERFECT ENTERPRISES, INC.

AUDIT NUMBER.....H98000010386

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-12767

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 3, 1998

EMPIRE

SUBJECT: PICTURE PERFECT ENTERPRISES, INC.
REF: W98000012767

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

PLEASE CORRECT THE TOP OF PAGE 2 AND REMOVE THE EXTRA INC.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburg
Document Specialist

FAX Aud. #: H98000010386
Letter Number: 998A00031418

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**ARTICLES OF INCORPORATION
FOR
PICTURE PERFECT ENTERPRISES, INC.**

ARTICLE I- NAME

The name and address of this Corporation is Picture Perfect Enterprises, Inc., located at 1031 NE 205 Terrace, Suite 228, North Miami Beach, FL 33179.

ARTICLE II- DURATION

This Corporation shall have a perpetual existence.

ARTICLE III- PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida. The purpose of this Corporation is to provide wedding services, including but not limited to video production, photography, floral services, and limousine rental.

ARTICLE IV- STOCK

This Corporation is authorized to issue 100 shares of stock- \$0.50 par value which shall be designated as "common shares".

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent of this Corporation is Donna M. Delgado, Esquire, Law Offices of Donna M. Delgado, P.A., 1031 Ives Dairy Road, Suite 228, North Miami Beach, Florida 33179.

ARTICLE VI- INITIAL BOARD OF DIRECTORS and OFFICERS

This Corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The corporate officer(s) are as follows:

Paul D. Neil President and Secretary

820 NW 210 Street, #108
Miami, FL 33169

Prepared by:
Donna M. Delgado, Esquire
1031 Ives Dairy Road
North Miami Beach, Fla 33179
(305)654-8202/FBN 0858160

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Page 2

ARTICLES OF INCORPORATION/ Picture Perfect Enterprises, Inc.

ARTICLE VII- BYLAWS

The Bylaws of this Corporation may be adopted, altered amended or repealed by either the Shareholders or the Directors.

ARTICLE VIII-INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or director, to the fullest extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already has, shall have the right to purchase his pro rata share thereof, (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Paul Neil, 820 NW 210 Street, #108, Miami, FL 33169.

ARTICLE XI- AMENDMENT

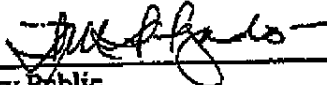
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 2 day of June, 1998.


PAUL NEIL

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me on this 2 day of June 1998, by Paul Neil, who personally appeared before me at the time of notarization and () who is personally known to me or () who produced #FDL N400-684-61-165-0 as identification


Notary Public



D M DELGADO
My Commission CC570280
Expires Jul. 17, 2000

H98000010386

H98000010386

Page 3

ARTICLES OF INCORPORATION/Picture Perfect Enterprises, Inc.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS
FOR SERVICE OF PROCESS WITHIN FLORIDA AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

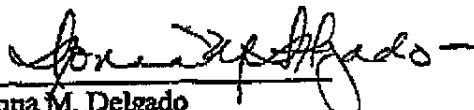
In compliance with ss48.091, Florida Statutes, the following is submitted:

That Picture Perfect Enterprises, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1031 NE 205 Terrace, North Miami Beach, FL 33179, has named Donna M. Delgado, as its agent to accept service of process within Florida.

Dated: June 2, 1998


Paul Neil

Having been named to accept service of process for the above named corporation, at 1031 Ives Dairy Road, Suite 228, North Miami Beach, Florida 33179, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Donna M. Delgado

State of Florida
County of Dade

The foregoing instrument was acknowledge before me on this ____ day of June, 1998, by Donna M. Delgado, who personally appeared at the time of notarization and (x) who is personally known to me or () who produced her FDL # _____, as identification.


Notary Public



STEVEN M WILLNER
My Commission CC434004
Expires Jan. 18, 1999
Bonded by NFNU
800-224-0363

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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