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TRANSMITTAL LETTER

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

800002587128--8
-07/13/98--01116--010
*****70.00 *****70.00

SUBJECT: MICHEL SABOURIN PROTRAIT DESIGN, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.00.

FROM:

ALLEN STEINHORN & CO., INC.

Name

1001 NO. U.S. HWY. ONE, SUITE 510

Address

JUPITER, FL 33477

City, State, & Zip

(561) 744-2804

Telephone Number

FILED
98 JUL 13 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Additional copy of articles is needed only when certified copy is requested.

T. SMITH JUL 14 1998


ARTICLES OF INCORPORATION
OF
MICHEL SABOURIN PORTRAIT DESIGN, INC.

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TALLAHASSEE, FLORIDA

- FIRST: The name of this Corporation is Michel Sabourin Portrait Design, Inc.
- SECOND: This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- THIRD: The Corporation is authorized to issue 1,000 shares of common stock, par value of one dollar per share.
- FOURTH: The Corporation's principal place of business is 2125 So. U.S. Hwy. One, Jupiter, FL 33477.
- FIFTH: The street address of the initial registered office of this Corporation is 2125 So. U.S. Hwy. One, Jupiter, FL 33477 and the agent of this Corporation at that address is Michel Sabourin.
- SIXTH: This Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is Michel Sabourin, 2125 So. U.S. Hwy One, Jupiter, FL 33477.
- SEVENTH: The name and address of the incorporator of this Corporation is Michel Sabourin, 2125 So. U.S. Hwy. One, Jupiter, FL 33477.
- EIGHTH: This Corporation shall indemnify, defend, and save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.
- NINTH: This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

Incorporation this 8 day of July, 1998.

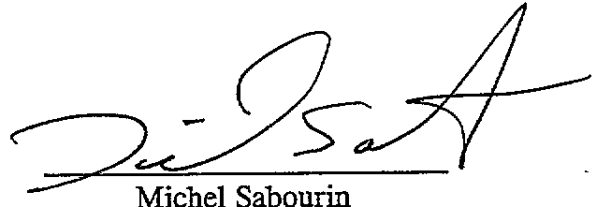

Michel Sabourin

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, having been named to accept service of process for

Michel Sabourin Portrait Design, Inc. at the place designated in the certificate, I hereby accept the designation

to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office.

A handwritten signature in black ink, appearing to read 'Michel Sabourin', written over a horizontal line.

Michel Sabourin

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