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A & P

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P.O. Box 560265
Orlando, Florida 32856-0265

July 31, 1998

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

Re: The Picture People, Inc. Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50 for Filing Fee & Certificate.

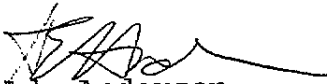
Please mail filed Articles to:

305 E. Lemon St.
Davenport, FL 33836.

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***122.50 ***122.50

If you have any questions, please feel free to call me.

Sincerely,


Ada Anderson
Paralegal

Enclosure:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CP
8-12-98
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ARTICLES OF INCORPORATION

The Undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

THE PICTURE PEOPLE, INC.

ARTICLE II PRINCIPAL OFFICE

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

305 E. Lemon Street
Davenport, FL 33836

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100.00) at consisting of a single class of common stock, \$5.00 par value per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Rebecca R. Jackson
305 E. Lemon St.
Davenport, FL 33836

ARTICLE V INCORPORATOR

The names and address of the incorporator to these Articles of Incorporation are:

Rebecca R. Jackson, President, P.O. Box 1120, Davenport, FL 33836.

Glenn Rasco, Vice President, P.O. Box 1120, Davenport, FL 33836.

Rebecca R. Jackson, Secretary/Treasure, P.O. Box 1120, Davenport, FL 33836.

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CLERK OF CIRCUIT COURTS
TALLAHASSEE, FLORIDA


ARTICLE VI PREEMPTIVE RIGHTS GRANTED

Each shareholder of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation.

ARTICLE VII INCORPORATOR

The name and address of the sole incorporator of the corporation is: Rebecca R. Jackson, P.O. Box 1120, Davenport, FL 33836.

IN WITNESS WHEREOF, these articles have been signed by the undersigned incorporator this 31ST day of July 1998.


Rebecca R. Jackson, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned notary public, personally appeared Rebecca R. Jackson, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged that she subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and seal in the County and State aforesaid this _____ day of July, 1998.

[NOTARIAL SEAL]

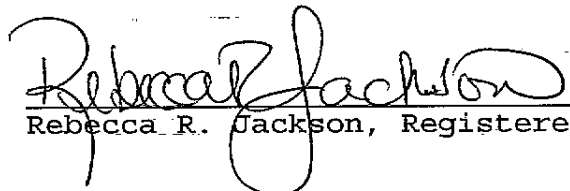
Notary Public

My commission expires:

ACCEPTANCE OF APPOINTMENT BY
INITIAL RESIDENT AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that she is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to her as Registered Agent of the corporation.

DATED, this 31st day of July 1998.



Rebecca R. Jackson, Registered Agent

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TALLAHASSEE, FLORIDA