

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : PETER J. JAENSCH, P.A.
Account Number : 105065002440
Phone : (941) 356-9841
Fax Number : (941) 951-0677

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

PICTURE OUTLET, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PICTURE OUTLET, INC.

ARTICLE I - Name

The name of the corporation is PICTURE OUTLET, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - Principal Office

The street address and the mailing address of the corporation's initial principal office is 2198 Main Street, Sarasota, FL 34237.

ARTICLE VI - Initial Registered Office and Agent

The street address and the mailing address of the initial Registered Office is 2198 Main Street, Sarasota, Florida 34237, and the initial registered agent of this corporation at that address is P. Christopher Jaensch.

Prepared by:
P. Christopher Jaensch
2198 Main Street
Sarasota, Florida 34237
(941) 366-9841
Florida Bar #: 72044

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ARTICLE VII - Initial Board of Directors

This corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is as follows:

Eric Stansfield
5734-5736 Corporate Circle, #2
Ft. Myers, FL 33905

ARTICLE VIII - Incorporator

The name and address of the incorporator of this corporation is P. Christopher Jaensch, 2198 Main Street, Sarasota, Florida, 34237.

ARTICLE IX - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of September, 1998.



P. Christopher Jaensch

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.

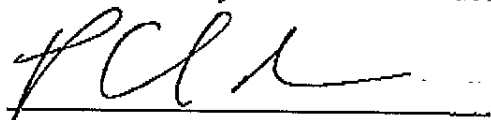
The name of the corporation is: PICTURE OUTLET, INC.

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

P. Christopher Jaensch
2198 Main Street
Sarasota, Florida 34237

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*Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, 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.*



P. Christopher Jaensch

9-18-98

Date

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