



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 087448 4721094

AUTHORIZATION :

*Patricia Pizeto*

COST LIMIT : \$ 70.00

ORDER DATE : January 5, 1999

ORDER TIME : 9:32 AM

ORDER NO. : 087448-005

CUSTOMER NO: 4721094

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CUSTOMER: John L. Stinziano, Esq  
JOHN L. STINZIANO ATTORNEY AT  
JOHN L. STINZIANO ATTORNEY AT  
Pelican Bay Corporate Center  
5551 Ridgewood Dr., Ste 555  
Naples, FL 34108

DOMESTIC FILING

NAME: THE PICTURE FACTORY OF FT.  
MYERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

*g 1/6/99*

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DIVISION OF CORPORATIONS  
99 JAN -6 PM 1:04

RECEIVED  
99 JAN -6 AM 10:42  
DIVISION OF CORPORATIONS

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99 JAN -6 PM 1:04

ARTICLES OF INCORPORATION  
OF  
THE PICTURE FACTORY OF FT. MYERS, INC.

The undersigned hereby forms a corporation for profit  
under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

THE PICTURE FACTORY OF FT. MYERS, INC.

The address of the principal office of the corporation shall be  
533 Turtle Hatch Lane, Naples, Florida 34102, and the mailing  
address of the corporation shall be 533 Turtle Hatch Lane,  
Naples, Florida 34102.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage or transact in any or all lawful  
activities or business permitted under the laws of the United  
States, the State of Florida or any other state, country,  
territory, or nation.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

### ARTICLE IV. REGISTERED AGENT

The name of the initial registered agent of the corporation is ROGER D. CISKIE. The street address of the initial registered agent of the corporation is 970 Egrets Run, #201, Naples, Florida 34018

### ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two directors initially. The names and addresses of the initial members of the Board of Directors of

this corporation are:

Roger D. Ciskie, Director  
970 Egrets Run, #201  
Naples, Florida 34018

Mark Clark Bates, Director  
533 Turtle Hatch Lane  
Naples, Florida 34102

#### ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Roger D. Ciskie, President  
970 Egrets Run, #201  
Naples, Florida 34018

Mark Clark Bates, Vice President/Secretary  
533 Turtle Hatch Lane  
Naples, Florida 34102

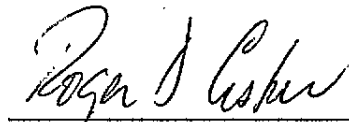
#### ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Roger D. Ciskie  
970 Egrets Run, #201  
Naples, Florida 34018

The Incorporator herein is eighteen (18) years of age or over.

IN WITNESS WHEREOF, The undersigned has hereunto set my hand this 28 day of December, 1998.

A handwritten signature in cursive script, appearing to read "Roger D. Ciskie", is written over a horizontal line.


Roger D. Ciskie  
Incorporator

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -6 PM 1:04

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

I, the undersigned, Roger D. Ciskie, of 970 Egrets Run,  
#201, Naples, Florida 34018, a resident of the State of Florida,  
having been designated as the Registered Agent in the above and  
foregoing Articles, is familiar with and accepts the obligations of  
the position of Registered Agent under 607.0505 and 617.0501  
Florida Statutes.

December 28, 1998

  
\_\_\_\_\_  
Roger D. Ciskie