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Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED

99 JUL 29 PM 12:15

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-07/29/99--01013--0021
*****87.50 *****87.50

SUBJECT: PORTRAITS BY BONNIE, INC.

(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$70.00 - Filing Fee
8.75 - Certificate of Status
8.75 - Certified Copy
\$87.50 - Total Check

FROM: BONNIE FENTON

Name (Printed or typed)

5809 RATTLESNAKE HAMMOCK RD APT.102

Address

Naples, Fl. 34113

City, State, Zip

Daytime Telephone Number

NOTE: Please provide the original and one copy of the Articles

D. BROWN AUG - 4 1999.

ARTICLES OF INCORPORATION
OF
PORTRAITS BY BONNIE, INC.

The undersigned subscriber to these Articles of Incorporation, Bonnie Fenton, being a natural person competent to contract, hereby acknowledges and files these ARTICLES OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation is PORTRAITS BY BONNIE, INC. The principal office and mailing address of the corporation is ~~4401 25th Avenue SW~~ *5809 RATTLESNAIL HAMMOCK RD #102*, Naples, Florida *34116 34113*

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these articles with the Florida Secretary of State.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of \$1.00 par value stock, which shall be designated "common shares." The stock of the Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all regulations issued thereunder. Such actions as are necessary will be taken by the officers of this Corporation in order to qualify under Section 1244. This Corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue

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SECRETARY OF STATE, FLORIDA

Code.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is ~~4401 25th~~ ^{5809 Rattlesnake Hammock Rd} ~~Avenue SW~~, Naples, Florida ~~34116~~ ³⁴¹¹³, and the name of the initial registered agent of the Corporation at that address is Bonnie Fenton. The Directors of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

ARTICLE VI

DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for the term provided in the By-Laws or until their successors have been duly elected and qualified.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The following shall constitute the initial Board of Directors of this Corporation:

Bonnie Fenton
~~4401 25th Avenue SW~~ ^{5809 Rattlesnake Hammock Rd}
Naples, Florida ~~34116~~ ³⁴¹¹³ ^{Apt 102}

ARTICLE VIII

INCORPORATORS

The name and address of the person signing these Articles is:

Bonnie Fenton
~~4401 25th Avenue SW~~ ^{5809 Rattlesnake Hammock Rd}
Naples, Florida ~~34116~~ ³⁴¹¹³ ^{Apt 102}

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of

Directors and the Shareholders in the manner provided by the laws of the State of Florida.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation this 26th day of July, 1999.


Bonnie Fenton

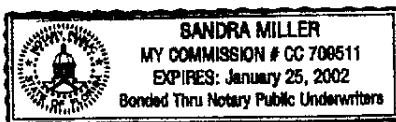
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Bonnie Fenton, known to me and known by me to the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26th day of July, 1999.


NOTARY PUBLIC Sandra M. Miller
State of Florida at Large

(SEAL)



My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That PORTRAITS BY BONNIE, INC., desiring to organize under the laws of the

State of Florida with its principal office, as indicated in the Articles of Incorporation in the

County Collier, State of Florida, has named Bonnie Fenton located at ~~4401 25th Avenue SW~~ ^{5809 RATTLESNAKE HAMMOCK} ^{APT 102}

³⁴¹¹³
Naples, Florida ~~34116~~, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Bonnie Fenton

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HAMILTON, FLORIDA