

Filing Fee: \$150.00



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

Corp. I.D. # 99969

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator (s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is NICHOLAS PASYANOS, LTD.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND: The period of its duration is (if perpetual, so state) perpetual

THIRD: The purpose or purposes for which the corporation is organized are:

Portrait photography and the production and distribution
of films.

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BY [Signature]
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FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

- (a) *If only one class*: Total number of shares ...2,000... - common - no par value
(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

or

- (b) *If more than one class*: Total number of shares
(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH: Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

In addition to the preemptive rights set forth in R.I.G.L. Sec. 7-1.1-24, the subscription for and ownership of all shares of voting common stock in this corporation are made and taken upon the condition that any holder of any share of stock desiring to sell the same shall first offer the stock to the corporation at the lowest price at which he is willing to sell and the corporation shall have thirty (30) days to exercise its option to purchase the same. Said notice shall be given by certified mail to the registered corporate agent for service of process. On its failure to exercise its option within thirty (30) days of the receipt of such notice, the holders of other voting common stock shall have fifteen (15) days thereafter to exercise their option to purchase said stock at said price. On the failure of such stockholders to exercise their option to purchase all of the stock offered for sale, the stockholder shall be free to sell the stock to any party for a price not less than that offered to the corporation.

All certificates of corporate stock shall contain the statement:

"Subject to restrictions on transfer as set forth in the Articles of Incorporation."

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:

SEVENTH: The address of the initial registered office of the corporation is 146 Westminster St., Suite 500, Providence, RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: James H. Reilly


Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is 2 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name (s) and address (es) of the officers of the corporation.)

Name	Address
Nicholas P. Pasyanos	2 Toni Lynn Terrace Middletown, RI 02842
JAMES H. REILLY	146 WESTMINSTER ST. PROVIDENCE, RI 02903

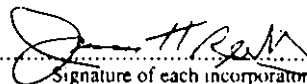
NINTH: The name and address of each incorporator is:

Name	Address
James H. Reilly	146 Westminster St., Providence, RI 02903

TENTH: Date when corporate existence to begin (not more than 30 days after filing filing of these articles of incorporation):

Upon filing

Dated May 15, 1997


Signature of each incorporator

STATE OF RHODE ISLAND } City
COUNTY OF Providence } In the } of Providence
Town }
in said County this 15th day of May, A.D. 1997
then personally appeared before me James H. Reilly

each and all known to me and known by me to be the parties executing the foregoing instrument,
and they severally acknowledged said instrument by them subscribed to be their free act and
deed.

L. Sylvia Simonian
Notary Public