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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 21 AM 9:06

ACCOUNT NO. : 072100000032
REFERENCE : 805708 4386205
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : August 21, 2000
ORDER TIME : 3:37 PM
ORDER NO. : 805708-005
CUSTOMER NO: 4386205
CUSTOMER: Brien J. Nagle, Esq
Nagle & Higgins, P.c.
222 South Mill, Suite 200
Naperville, IL 60540

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FOREIGN FILINGS

NAME: FACTUAL PHOTO, INC.

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*****70.00 *****70.00

(B)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

Handwritten signature/initials

RECEIVED
00 AUG 21 PM 4:44
DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: FACTUAL PHOTO, INC.
(Name of corporation - must include suffix)

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Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Brien J. Nagle
(Name of Person)
Nagle & Higgins, P.C.
(Firm/Company)
222 S. Mill Street - Suite 200
(Address)
Naperville, Illinois 60540
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Brien J. Nagle at (630) 355-8100
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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- 1. Factual Photo, Inc. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Illinois (State or country under the law of which it is incorporated)
3. 36-3935859 (FEI number, if applicable)
4. 2/10/94 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. September 1, 2000 (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification." (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.))
7. a. 931 W. 75th Street, Suite 137, Naperville, Illinois 60565 (Principal office address)
b. 931 W. 75th Street, Suite 137, Naperville, Illinois 60565 (Current mailing address)

8. To do private investigation and photographic surveillance; to do all things incidental and ancillary thereto; and to transact any and all lawful business for which corporations may be incorporated under Florida Law. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301 (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)
BRIAN COURTNEY, ASST. V.P.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: George S. Oliver
Address: 931 W. 75th Street, Suite 137-263
Naperville, Illinois 60565

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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B. OFFICERS


President: George S. Oliver
Address: 931 W. 75th, Suite 137
Naperville, Illinois 60565

Vice President: Same as above
Address: _____

Secretary: Same as above
Address: _____

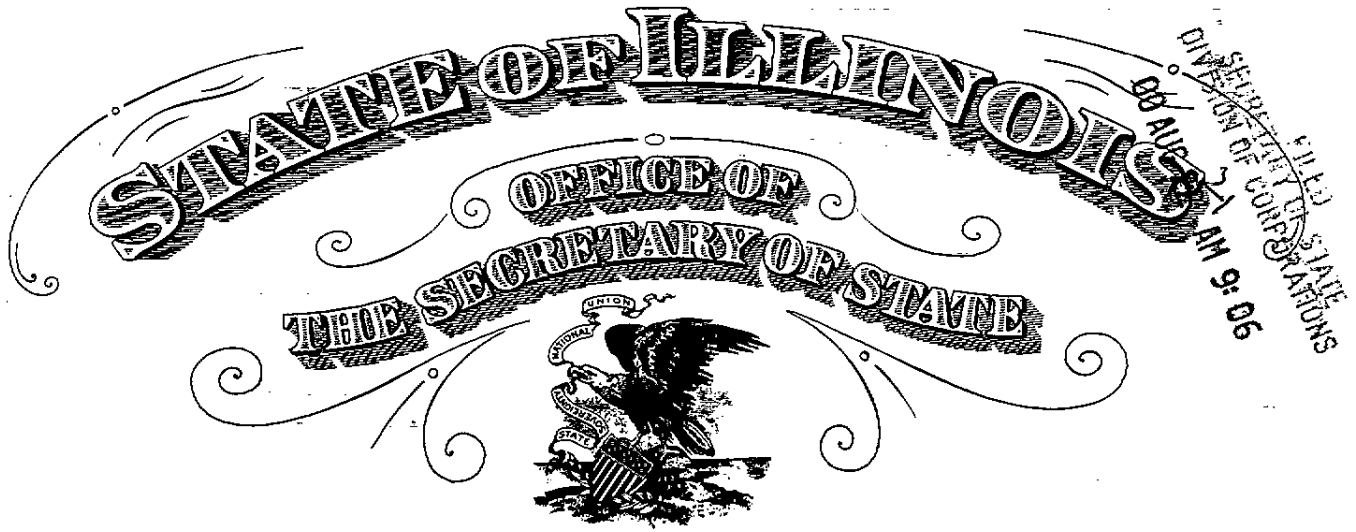
Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. George S. Oliver, President
(Typed or printed name and capacity of person signing application)

File Number 5767-968-9



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

FACTUAL PHOTO, INC., A DOMESTIC CORPORATION INCORPORATED UNDER THE LAWS OF THIS STATE FEBRUARY 10, 1994, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS***

SECRETARY OF STATE DIVISION OF CORPORATIONS
00 AUG 21 AM 9:06

In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 8TH day of AUGUST A.D. 2000



Jesse White

SECRETARY OF STATE