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LAW OFFICE OF
Edmond L. Sugar, P.A.

5741 SHERIDAN STREET
HOLLYWOOD, FLORIDA 33021

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April 25, 2002

Secretary of State
Division of Corporations
Department of State
Tallahassee, FL 32301

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-04/26/02-01069-011
****175.00 *****87.50

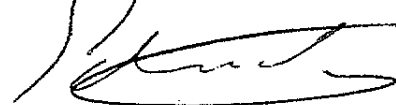
RE: Filing of Articles

Dear Sir or Madam:

Enclosed please find two original articles of incorporation. One for **REAL PROPERTY VENTURES, INC.**, and the other for **WESTON MEMORIES, INC.** Also enclosed is a check in the sum of **ONE HUNDRED SEVENTY FIVE DOLLARS (\$175.00)**, representing filing fees, certified copies and certificate of status for both companies.

Upon your receipt of the enclosed, kindly file the documents as soon as possible, and return the same to my office, in the federal express envelope enclosed for your convenience. If there are any questions regarding the forgoing, please do not hesitate to contact me.

Very truly yours,



Edmond L. Sugar, Esquire

FILED
02 APR 26 PM 3:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
WESTON MEMORIES, INC.

FILED
02 APR 26 PM 3:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purposes of forming a corporation pursuant to the laws of the State of Florida, hereby adopt the following:

ARTICLE I

NAME

The name of the corporation is **WESTON MEMORIES, INC.** The mailing address and the address of its principal place of business is **16898 S.W. 59TH COURT, SOUTHWEST RANCHES, FLORIDA 33331.**

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation by the Department of State.

ARTICLE III

PURPOSE

This corporation is organized for the purposes of transacting any and all lawful business, with the principal purpose being **VIDEO RETAIL SERVICES, TOGETHER WITH SUCH POWERS TO DO ALL THINGS NECESSARY TO CARRY OUT ITS BUSINESS AND AFFAIRS..**

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock, at a par value of \$1.00 per share.

ARTICLE V

PRE-EMPTIVE RIGHTS

Shareholders shall have full pre-emptive rights in any stock herein issued or hereafter issued.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENTS

The street address of the initial registered office of this corporation is **5741 SHERIDAN STREET, HOLLYWOOD, FLORIDA 33021** and the name of the initial registered agent of the corporation at such address is **EDMOND L. SUGAR**.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased from time to time in a manner provided by the bylaws of the corporation. The initial directors of this corporation shall be **FRANK CRUZ AND DAWN MARIE CRUZ**.

ARTICLE VIII

INCORPORATOR

<u>NAME</u>	<u>ADDRESS</u>
FRANK CRUZ	16898 S.W, 59 TH COURT, SOUTHWEST RANCHES, FLORIDA 33331

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of APRIL, 2002.


FRANK CRUZ

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **FRANK CRUZ** who is known by me to be the person who


set forth above, personally appeared **FRANK CRUZ** who is known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation, and who is personally known by me.

SWORN TO AND SUBSCRIBED before me this 21 day of **APRIL**, 2002.

My Commission Expires:



Barbara A. Ottesen
MY COMMISSION # CC897479 EXPIRES
March 22, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

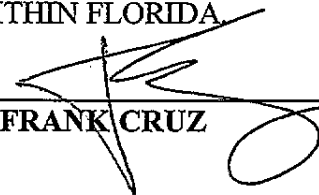

BARBARA A. OTTESEN
NOTARY PUBLIC, STATE
OF FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**


IN COMPLIANCE WITH SECTION 607.0501 FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

"WESTON MEMORIES, INC.", DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE
CITY OF FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED EDMOND L. SUGAR,
LOCATED AT 5741 SHERIDAN STREET, HOLLYWOOD, STATE OF FLORIDA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

April 24, 2002
DATE


FRANK CRUZ

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

BY: 
EDMOND L. SUGAR

4/24/02
DATED

02 APR 26 PM 3:17
SECRETARY OF STATE
ALLAHASSEE FLORIDA

FILED