

Division of Corporations

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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : MICHAEL L. BERRY, JR., P.A.
Account Number : I20008000089
Phone : (904)285-4529
Fax Number : (904)285-5336

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Innovative Memories, LLC

Certificate of Status	0
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Corporate Filing

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**ARTICLES OF ORGANIZATION
FOR
Innovative Memories, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, hereby adopts the following Articles of Organization:

**ARTICLE I
(Name)**

The name of the limited liability company is Innovative Memories, LLC ("the Company").

**ARTICLE II
(Address)**

The principal office and street mailing address of the Company will be located at 2854 Merrill Blvd, Jacksonville Beach, FL 32250.

**ARTICLE III
(Duration and Continuation)**

The Company shall have perpetual existence, commencing upon September 26, 2003, or such other date no more than five (5) days prior to the filing of these Articles of Organization with the Florida Department of State, whichever is later.

**ARTICLE IV
(Purpose)**

The general purpose of the Company and the nature of the business to be transacted by the Company are to engage in any and all activities and exercise any and all powers, rights, and privileges for which a Company may now or hereinafter be organized under the laws of the State of Florida.

**ARTICLE V
(Registered Agent and Office)**

The street address of the initial registered office of this Company is 333 First Street North, Suite 305, Jacksonville Beach, FL 32250, and the name of the initial registered agent of this Company at that address is Michael L. Berry, Jr.

**ARTICLE VI
(Additional Members)**

Additional members may be admitted as provided in the Operating Agreement of the

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Company.

ARTICLE VII
(Members' Rights to Continue Business)

The right, if given, of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company will be as provided in the Operating Agreement of the Company.

ARTICLE VIII
(Management)

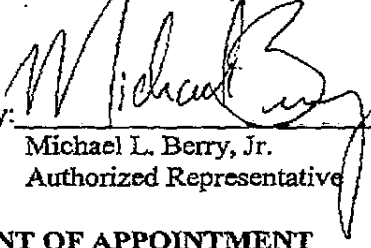
The Company affairs will be conducted, carried on, and managed by one (1) or more members and is therefore a member-managed company. The manager will have the obligations and responsibilities described in the Operating Agreement of the Company. The name of the initial member-managers are Glen Bliffen and Karine Bliffen, 2854 Merrill Blvd, Jacksonville Beach, FL 32250. The managers will serve in that capacity until removed by the members or until its successor is duly elected and qualified.

APPOINTMENT OF REGISTERED AGENT

The undersigned, Innovative Memories, LLC, a Florida limited liability company, with its principal offices in Duval County, Florida, hereby appoints Michael L. Berry, Jr. as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is 333 First Street North, Suite 305, Jacksonville Beach, FL 32250.

Dated: September 26, 2003.

Innovative Memories, LLC

By: 
Michael L. Berry, Jr.
Authorized Representative

ACKNOWLEDGMENT OF APPOINTMENT

TO: Innovative Memories, LLC

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as statutory registered agent of the above company and agree to act in this capacity.

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ARTICLE VII

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ABD&G LLP

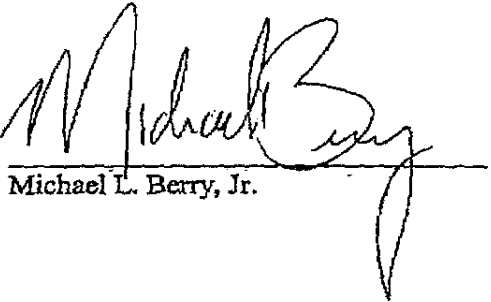
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I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

September 26, 2003.



Michael L. Berry, Jr.

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TALLAHASSEE COUNTY

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