

P000000048139

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

200003248602--7
-05/11/00--01077--016
*****70.00 *****70.00

SUBJECT: MEMORIES + MEMORABILIA, 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

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: J. BRADLEY VOGELGESANG
Name (Printed or typed)

PO BOX 3262

Address

WINTER PARK FL 32790-3262

City, State & Zip

407-765-7558

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Correction notice
Sent for #4

OK 5/15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 MAY 11 PM 3:51

FILED

ARTICLES OF INCORPORATION
Of
MEMORIES & MEMORABILIA, INC.

FILED
2000 MAY 11 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Memories & Memorabilia, Inc.

ARTICLE II

The principal place of business and mailing address of the corporation shall be P.O. Box 3262, Winter Park, FL 32790-3262.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

20,000,000 shares Preferred Stock, par value \$.0001

60,000,000 shares Common Stock, par value \$.0001

The common and preferred stock can take on any characteristic the Board of Directors so elect. Also, the Board of Directors is authorized to issue bonds, debentures, warrants and options.

ARTICLE IV

The name and address of the initial registered agent is: J. Bradley Vogelgesang, 3483 Fairway Lane, Orlando, FL 32804.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is: J. Bradley Vogelgesang, Post Office Box 3262, Winter Park, Florida 32790-3262.

ARTICLE VI

The duration of this corporation is perpetual.

ARTICLE VII

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE VIII

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors of this corporation are:

C.T. Andolina, Post Office Box 3262, Winter Park, Florida 32790-3262.

James Bradley Vogelgesang, Post Office Box 3262, Winter Park, Florida 32790-3262.

Rick Hamilton, Post Office Box 3262, Winter Park, Florida 32790-3262.

ARTICLE IX

Directors need not be residents of the State of Florida

ARTICLE X

Directors' shall have the authority to fix compensation of the officers of this corporation.

ARTICLE XI

This corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a majority vote.

ARTICLE XII

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares entitled to vote at an election of directors.

ARTICLE XIV

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

The undersigned incorporator has executed these Articles of Incorporation this 8th day of May 2000.


Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MEMORIES & MEMORABILIA INC.

2. The name and address of the registered agent and office is:

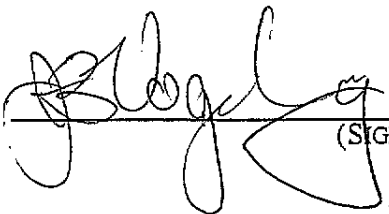
J BRANLEY VOGELGESANG
(NAME)

3483 FAIRWAY LANE
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

ORLANDO FL 32804
(CITY/STATE/ZIP)

2000 MAY 11 PM 3:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 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.


(SIGNATURE)

5/8/00
(DATE)