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OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE

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3320 S.W. 87 AVENUE

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MEMORY ON-LINE CORP.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 OCT 25 AM 10:25

RECEIVED

Examiner's Initials

ARTICLES OF INCORPORATION

OF

MEMORY ON-LINE CORP.

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida and under the state of the State of Florida providing for the formation right, privileges, immunities and liabilities of Incorporating for profit, it is:

ARTICLE I

The name of the corporation shall be: **MEMORY ON-LINE CORP.**

ARTICLE II

The corporation shall engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is **100** shares of common stock, and which common stock shall be of no par value - (Shall have a par value of \$ **5.00** per share).
All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale transfer or other disposition of the capital stock may be governed and restricted by the By-law's or written agreement among the stockholders which shall be on file in the office of the offices of the corporation so named in Article VII herein.

The By-law's may provide for cumulative voting by stockholders at all election of the directors of the corporation.

ARTICLES OF INCORPORATION

ARTICLE V

The amount of capital with which this corporation may begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address and principal offices of the corporation in the State of Florida shall be 13700 SW 11 STREET
PEMBROKE PINES, FL 33027. - The board of Directors may from time to time move the principal offices to any other address within the State of Florida. The register agent is Esther Nubia Jordan
Address: 13700 SW 11 STREET PEMBROKE PINES, FL 33027

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of no less than (2) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to do the doing of any act and such consent in writing shall have the same force and the effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

ARTICLES OF INCORPORATION

ARTICLE IX

The name and post office addresses of the members of the first Board of Directors and state corporate officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Miguel Dario Meneses	President	13700 SW 11 Street Pembroke Pines, FL 33027
Esther Nubia Jordan	Secretary	13700 SW 11 Street Pembroke Pines, FL 33027

ARTICLE X

The name and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take care of are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CASH VALUE</u>
Miguel Dario Meneses	13700 Sw 11 Street Pembroke Pines, FL 33027	60%	\$ 300.00
Esther Nubia Jordan	13700 SW 11 Street Pembroke Pines, FL 33027	40%	\$ 200.00

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions under *1244 of the Internal Revenue Code in order for the stockholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this 19th day of October, 2000



Miguel Dario Meneses-President

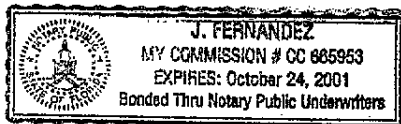



Esther Nubia Jordan-Secretary

ARTICLES OF INCORPORATION

I hereby certify that this day personally appeared before me, an officer dully authorized to take acknowledgments and administer oaths in the State of Florida, MIGUEL DARIO MENESES and ESTHER NUBIA JORDAN to me well known to be persons described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS; my hand and official seal this 19th day of October, 2000, at Miami, county of Dade, State of Florida.




Notary Public, State of Florida at Large

(seal)

ARTICLES OF INCORPORATION

CERTIFICATE DESIGNATING REGISTER AGENT/REGISTER OFFICE

Pursuant to the provisions of section 607.325, Florida Statute, 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:

MEMORY ON-LINE CORP.

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

ESTHER NUBIA JORDAN

13700 SW 11 STREET

(P.O. BOX NOT ACCEPTABLE)

PEMBROKE PINES, FL 33027

(CITY/STATE/ZIP)

SIGNATURE


(Corporate Officer)

TITLE

President

DATE

10/19/2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

DATE


10/19/2000