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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

VINTAGE MEMORIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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J. SMITH DEC 05 2000

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ARTICLES OF INCORPORATION
VINTAGE MEMORIES, INC.


I. The name of the Corporation shall be: Vintage Memories, Inc.

II. The Corporation shall have perpetual existence.

III. The address of the Corporation shall be: Vintage Memories, Inc.
1900 S. Ocean Blvd. PH-M
Pompano Beach, FL., 33062

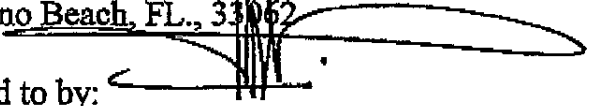
IV. The Corporation shall engage in all aspects of selling and marketing various products and services as permitted under the laws of the State of Florida and the United States of America.

V. The Corporation shall have the following Officers:
Tiare Bovis: President, V. President, Sec., and Treasurer
1900 S. Ocean Blvd., PH-M
Pompano Beach, FL., 33062

Subscribed to by: 
Tiare Bovis

VI. The Corporation shall have the following Directors:

Tiare Bovis
1900 S. Ocean Blvd., PH-M
Pompano Beach, FL., 33062

Subscribed to by: 
Tiare Bovis

VII. The Corporation shall have semi-annual and annual meetings to conduct corporate business and to elect officers and directors of the Corporation. At these meetings there shall be a minimum of at least one director, and not more than seven, present at each meeting.

VIII. The Corporation shall have a total of 1000 shares of common stock, at a par value of \$1.00 per share.

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IX. The Corporation shall designate an individual to act as the "RESIDENT AGENT" for the purpose of accepting and, and all, legal notices on behalf of the Corporation. The Resident shall be Tiare Bovis, 1900 S. Ocean Blvd., PH-M, Pompano Beach, FL., 33062

X. The Corporation shall maintain a permanent office at 1900 S. Ocean Blvd., PH-M, Pompano Beach, FL., 33062

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RESIDENT AGENT

In accordance with the laws of the sovereign State of Florida, the undersigned:

Tiare Bovis, Corporate Secretary of Vintage Memories, Inc., does hereby accept the title and responsibilities of RESIDENT AGENT for Vintage Memories, Inc.

Furthermore, does hereby agree to maintain regular business hours for the Corporation at 1900 S. Ocean Blvd., PH-M, Pompano Beach, FL., 33062. Resident Agent agrees to accept legal processes & notification on behalf of the Corporation, Vintage Memories, Inc.

Tiare Bovis

Secretary
Vintage Memories, Inc.

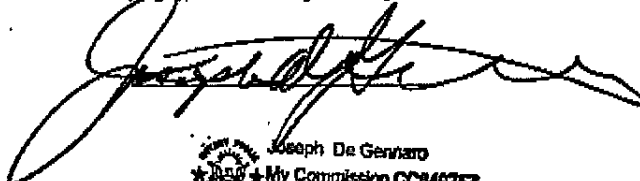
The above individual, personally known to me as Tiare Bovis, did subscribe her signature to this certificate for Resident Agency of this, the ____ day of November, 2000.

My commission expires:

County of Broward

State of Florida

NOTARY PUBLIC



Joseph De Gennaro
My Commission CC848767
Expires May 22, 2001

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TALLAHASSEE, FLORIDA