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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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OFFICE USE ONLY

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

1. MEMORIES WORLD PLUS INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☐ Certificate of Status

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00 DEC -6 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12/6

Examiner's Initials

ARTICLE OF INCORPORATION

OF

MEMORIES WORLD PLUS INC.

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TALLAHASSEE FLORIDA

The undersigned subscribes to these Articles of Incorporation, each a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:

MEMORIES WORLD PLUS INC.

ARTICLE II

NATURE OF BUSINESS:

- (a) The general nature of the business of the corporation to be conducted by the corporation shall be to engage in all the activities related to import & export of Computer, accessories, parts, software, cellular phone, electronic in general
- (b) To purchase, improve, develop, lease, exchange, sell, dispose of and otherwise deal in and turn to account, real estate, to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvements, development and construction of land and buildings belonging to or to be acquired by this corporation, or any other person, firm or company.
- (c) To purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer
- (d) or otherwise dispose of or invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

- (e) To conduct business in, have one or more offices in, the State of Florida and in all
- (f) other states and countries, to buy, to hold, mortgage, sell, convey, lease, or otherwise dispose of franchise, patents, copyrights, trademarks and licenses.
- to conduct debts and borrow money, issue or sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate indebtedness as required.
- (g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise
- (h) acquire or dispose of the shares of the capital stock, of or any bonds, security or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, power, privileges of ownership, including the right to vote on such stock.
- (i) To purchase the corporate assets of any other corporation and engage in the same nature or character of business.

ARTICLE III

The total number of shares of capital stock which may be issued by this corporation shall be 1000 shares at \$1.00 par value each, all of which shall be common stock and shall be fully paid and non-assessable. All such stock shall be payable in cash, property, labor or service at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than One Thousand Dollars(\$1000.00).

The number of directors of this corporation shall not be less than one(1) or more than five (5).

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year, or until their successors are chosen, shall be.

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
JAMES OROPALLO	PRESIDENT	7928 WEST DRIVE SUITE 707 NORTH BAY VILLAGE FL 33141

ARTICLE VIII

SUBSCRIBER: The names and post office addresses of the subscribers to these Articles of Incorporation and the number of shares the subscribers agree to take, and the value of the consideration therefore, is;

JAMES OROPALLO	7928 WEST DRIVE SUITE 707 1000 Shares NORTH BAY VILLAGE FL 33141 at \$1.00par
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ARTICLE IX

INITIAL REGISTERED AGENT: The street address of the initial registered office is 7928 WEST DR, 707NBV FL 33141 and the name of the initial registered agent of this corporation is JAMES OROPALLO. The registered office and address and the above corporate office mailing address are one and the same as above.

ARTICLE X

VOTING RIGHTS: Except as otherwise provided by law, the entire voting power for

office mailing address are one and the same as above.

ARTICLE X

VOTING RIGHTS: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of the outstanding common shares.

ARTICLE XI

PREEMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without insurance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

BY-LAWS: The power to adopt, alter amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

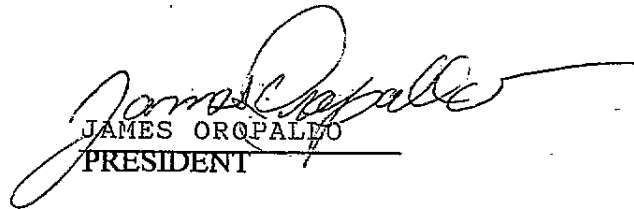
ARTICLE XIII

AMENDMENTS: These Articles of Incorporation can be amended in the manner provided by law. Every Amendment shall be aproved by the Board of Directors proposed to them by the stockholders and approved at a stockholder meeting by a majority of the stock entitled to vote.

ARTICLE XIV

STOCKHOLDER AGREEMENT: Stockholders of this corporation may enter into such

IN WITNESS WHEREOF, we have hereunto set our hands and seals and caused to filed
in the office of the Secretary of State, these Articles of Incorporation.


JAMES ORPALEO
PRESIDENT

CERTIFICATE OF DESIGNATION
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.

First that MEMORIES WORLD PLUS INC.

desiring to organize under the laws of the State of Florida

with its principal office, as indicated in the articles of incorporation has

named JAMES ORDALLO

located at 7928 WEST RL #707

City of NO. BAY VLG County of DADE State of Florida,

as its agent to accept service of process within this state.

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



Registered Agent

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