

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Memory Works Interactive Yearbook, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
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SPECIAL INSTRUCTIONS

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**ARTICLES OF INCORPORATION
OF
MEMORY WORKS INTERACTIVE YEARBOOK, INC.**

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**ARTICLE I
NAME AND DURATION**

The name of the Corporation is MEMORY WORKS INTERACTIVE YEARBOOK, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 13051 Lake Live Oak Drive, Orlando, Florida 32828.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the registered office in the State of Florida is 1413 Trovillion Avenue, in the City of Winter Park, County of Orange. The name of the registered agent at such address is Charles R. Harrison.

**ARTICLE IV
CORPORATE PURPOSES, POWERS AND RIGHTS**

The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

**ARTICLE V
CAPITAL STOCK**

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock") at \$0.01 par value per share.

**ARTICLE VI
INCORPORATOR**

The name and mailing address of the incorporator of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles R. Harrison	1413 Trovillion Avenue Winter Park, Florida 32789

**ARTICLE VII
BOARD OF DIRECTORS**

The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

The name(s) and mailing address(es) of the person(s) who shall serve as director(s) of the Corporation until the first annual meeting of the shareholders is/are as follows:

<u>Name</u>	<u>Address</u>
Shannon L. Grierson	13051 Lake Live Oak Drive Orlando, Florida 32828
Eric D. Grierson	13051 Lake Live Oak Drive Orlando, Florida 32828
Nancy E. Baumann	RR2, Box 176 Broken Bow, Nebraska 68822

ARTICLE VIII AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX BYLAWS

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X INDEMNIFICATION


The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI TRANSFER OF SHARES

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.


The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Winter Park, Orange County, Florida, this 9th day of February, 2001.


Charles R. Harrison, Esquire

STATE OF FLORIDA)
) ss.
COUNTY OF ORANGE)

SUBSCRIBED and SWORN to before me this 9th day of February, 2001 by Charles R. Harrison, the incorporator of MEMORY WORKS INTERACTIVE YEARBOOKS, INC., a Florida corporation, who (check one): ☒ is personally known to me; or ☐ has produced identification: _____ Affiant did not take an oath.

 Betty Ann Cheek
My Commission CC676235
Expires September 01, 2001

Betty Ann Cheek
Notary Public - State of Florida


REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That MEMORY WORKS INTERACTIVE YEARBOOKS, INC., desiring to organize under the laws of the State of Florida with its principal office at 13051 Lake Live Oak Drive, Orlando, Florida 32828 as indicated in the Articles of Incorporation, has named Charles R. Harrison, located at 1413 Trovillion Avenue, Winter Park, Florida 32789, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with Section 607.0501, Florida Statutes.


Charles R. Harrison

DATED: 2/9/01

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TALLAHASSEE FLORIDA