

OFFICE USE ONLY (Document #)

PO00068274

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

100004469431--2

-07/11/01--01058--001

*****78.75 *****78.75

OFFICE USE ONLY

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

1. CREATING MEMORIES INC.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)



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Certificate of Status

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

01 JUL 11 PM 2:28
TALLAHASSEE FLORIDA
SECRETARY OF STATE

FILED

01 JUL 11 PM 12:06
DIVISION OF CORPORATION

RECEIVED

7/11
Examiner's Initials

ARTICLES OF INCORPORATION
OF
CREATING MEMORIES INC.

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TALLAHASSEE FLORIDA

ARTICLE I

The name of this corporation shall be: CREATING MEMORIES

ARTICLE II

This corporation shall have perpetual existence, unless--
sooner dissolved in accordance with the laws of the State of
Florida.-

ARTICLE III

This corporation is organized for the purpose of transacting--
any and all business permitted under the laws of the United -
States and the State of Florida.-

ARTICLE IV

This Corporation is authorized to issue ONE HUNDRED SHARES
(100) shares of ONE DOLLAR (\$ 1.00) ----- par
value of common stock, which shall be designated "Common-
Stock".-

ARTICLE V

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
issuance of fractional share) at the price at which is
offered to others.-

- 2 -

ARTICLE VI

The street address of the initial principal office of this Corporation is: 4008 MADISON ST. - HOLLYWOOD, FL. 33021 and the name of the initial Registered Agent of this Corporation is: MADELEINE VOGELSANG
4008 MADISON ST.
HOLLYWOOD, FL. 33021

ARTICLE VII INITIAL BOARD OF DIRECTORS

This Corporation shall have TWO director(s) initially. - The number of directors may be either increased or diminished -- from time to time by the bylaws but shall never be less than ONE.

The name(s) and address(es) of the initial director(s) of the Corporation is(are):

MARIE S. BLEICHNER	President	SHARE
13948 SW 122 CT.	Secretary	50%
MIAMI, FL. 33186		
MADELEINE VOGELSANG	Vice-President	50%
4008 MADISON ST.	Treasurer	
HOLLYWOOD, FL. 33021		

ARTICLE VIII

- 1.- The initial bylaws of this Corporation shall be adopted -
by the Board of Directors.- The bylaws may be amended from --
time to time by either the stockholders or the directors.- --
The stockholders may amend, alter or repeal any bylaw adopted
by the directors.- The directors may not alter, amend or re--
peal any bylaws adopted by the stockholders, nor may the - -
directors adopt bylaws which would be in conflict with the --
bylaws adopted by the stockholders.-
- 2.- Any incorporator or stockholder present at any meeting, -
either in person or by proxy, and any director present in --
person at any meeting of the Board of Directors, shall be --
deemed to have received proper notice of such meetings unless
he shall make objection at such meeting to any defect on in--
sufficiency of notice.-
- 3.- Each director and officer of the corporation, weather or--
not then in office, shall be indemnified by the Corporation--
against all costs and expenses reasonable incurred by or --
imposed upon him in connection with or arising out of any --
claim, demand, action, suit or proceeding in which he may be--
involved or to which he may be a party by reason of his being
or having been a director or officer of the Corporation, said
costs and expenses to include attorney's fees and the costs--
of reasonable settlement made with a view to curtailment of -
costs of litigation, except in relation to matters as to -

which he finally shall be adjudged in any such action, suit--
or proceeding to have been derelict in the performance of his
duty as such officer or director.- Such right of indemnifica-
tion shall not be exclusive of any other rights to which he -
may be entitled as a matter of law; and the foregoing right -
of indemnification shall inure to the benefit of the heirs, -
executors and administrators of any such director or officer.
4.- A director or officer of the Corporation shall not be
disqualified by his office from dealing or contracting with -
the Corporation either as a lender, purchaser, or otherwise,-
nor shall any transaction or contract of the Corporation be -
void or voidable by reason of the fact that any director or -
officer or any firm of which any director or officer is a or-
any corporation of which any director or officer is a stock--
holder or director, is in any way interested in such transac-
tion or contract, provided that such contract or transaction-
is or shall be authorized, ratified, or approved by either: -
(a) a vote of a majority of the outstanding shares of the ---
stock in the Corporation entitled to vote; or (b) a vote of a
majority of the board of directors having no interest in such
contract or transaction.- A director interested in the
contract or transaction who is present may participate in the
meeting and may be counted for quorum purposes.- Additionally
no director or officer shall be liable to account to the Cor-
poration for any profits realized by, from, of through any
such transaction or contract authorized, ratified or approved

as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a stockholder, officer, or director, was interested in such -- transaction or contract.- Nothing herein contained shall create liability in the event above described or prevent the authorized approval of such transactions or contracts in any other manner permitted by law.-

ARTICLE IX

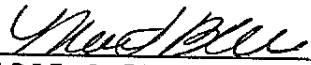
The name(s) and address(es) of the person(s) signing these --

articles is(are): MARIE S.BLEICHNER
13948 SW 122 CT.
MIAMI, FL. 33186

MADELEINE VOGELSANG
4008 MADISON ST.
HOLLYWOOD, FL. 33021

IN WITNESS WHEREOF:

The undersigned subscriber(s) has(have) executed these articles of incorporation this 9th day of July 2001.-


MARIE S.BLEICHNER
PRESIDENT


MADELEINE VOGELSANG
VICE- PRESIDENT

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT -
UPON WHOM SERVICE OF PROCESS MAY BE MADE.-

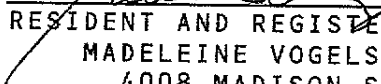
In compliance with section 607.034 of the Florida Statutes
the following is submitted:

Desiring to organize or qualify under the laws of the State -
of Florida with its principal place of business in the City -
of HOLLYWOOD County of BROWARD Florida, whose Cor--
porate name is: CREATING MEMORIES INC.-----
has named as its Agent to accept service of process within --
Sate of Florida: MADELEINE VOGELSANG.-

ACKNOWLEDGMENT

Having been named to accept service of process for the above-
mentioned Corporation, at place designated in this Certifica-
te, I here by agree to act in this capacity, and further
agree to comply with the provisions of all the Statutes rela-
tive to the proper and complete performance of my duties.-

Dated this 9th day of July


RESIDENT AND REGISTER AGENT
MADELEINE VOGELSANG
4008 MADISON ST
HOLLYWOOD FL. 33021

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TALLAHASSEE
SECRETARY OF STATE