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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

MEMPHIS HOLDING COMPANY

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1. SENT JUL 19 2001

(A)

ARTICLES OF INCORPORATION
OF
MEMPHIS HOLDING COMPANY

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The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I
NAME

The name of this Corporation is:

MEMPHIS HOLDING COMPANY

ARTICLE II
PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

Prepared by:

JOSE L. LORENZO, ESQ. FL. Bar No. 995185

J.L. LORENZO, P.A.

Twenty-Five Seabreeze Avenue, Suite 202

Delray Beach, Florida 33483

Tel. 561-276-8100

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**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is:

Twenty-Five Seabreeze Avenue
Delray Beach, Florida 33483

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

JOSE L. LORENZO
Twenty-Five Seabreeze Avenue
Delray Beach, Florida 33483

**ARTICLE VI
PRE-EMPTIVE RIGHTS**

Each shareholder of the Corporation shall have full pre-emptive rights to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue shares.

Prepared By:
JOSE L. LORENZO, ESQ. FL. Bar No. 995185
J.L. LORENZO, P.A.
Twenty-Five Seabreeze Avenue, Suite 202
Delray Beach, Florida 33483
Tel. 561-276-8100

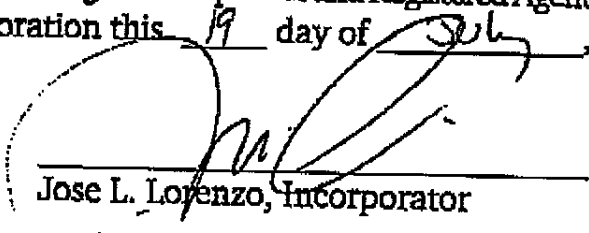
**ARTICLE VII
INCORPORATOR****H 01000082920**

The name and street address of the Incorporator is:

JOSE L. LORENZO
Twenty-Five Seabreeze Avenue
Delray Beach, Florida 33483

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IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have
executed these Articles of Incorporation this 19 day of July, 2001.



Jose L. Lorenzo, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of
Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this
capacity, and acknowledges that he is familiar with, and accepts the obligations imposed
upon registered agents under the Florida Business Corporation Act, including specifically
Section 607.0505.



Jose L. Lorenzo, Registered Agent

Prepared By:

JOSE L. LORENZO, ESQ. FL. Bar No. 995185

J.L. LORENZO, P.A.

Twenty-Five Seabreeze Avenue, Suite 202

Delray Beach, Florida 33483

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