

PO 20000 79165
MORAN & SHAMS, P.A.
ATTORNEYS AT LAW

FILED

EFFECTIVE DATE
7/19/2002

02 JUL 19 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 18, 2002

DAVID E. ACKLEY
SCOTT L. HALL
SCOTT E. JOHNSON
JOHN P. JUNOD
JAMES F. KIDD
CLINTON C. LYONS, JR.
BRIAN J. MORAN
THOMAS P. MORAN
MAURICE SHAMS
SIDNEY H. SHAMS

OF COUNSEL
GARY M. BERKSON
RONALD W. SIKES

Via Federal Express

Secretary of State
Corporate Division
409 E. Gaines Street
Tallahassee, Florida 32399

300006526743--4
-07/19/02--01039--009
*****78.75 *****78.75

Re: Memory Makers Photography, Inc.

Dear Sir/Madam:

Please find enclosed in duplicate the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$78.75 to cover the costs of incorporation.

If the above is in order, please file the Articles and forward to us a certified copy thereof. Conversely, if there is anything which is not in order, please call us collect.

Thank you.

Sincerely yours,



Scott E. Johnson

SEJ/knh
Enclosures

PO BOX 472 ORLANDO, FL 32802-0472
111 N. ORANGE AVE., SUITE 1200, ORLANDO, FL 32801-2361
PH. 407-841-4141 FX. 407-841-4148
MORAN-SHAMS@MORAN-SHAMS.COM

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ARTICLES OF INCORPORATION
of
MEMORY MAKERS PHOTOGRAPHY, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of this corporation is MEMORY MAKERS PHOTOGRAPHY, INC.

ARTICLE II. - DURATION

This corporation shall have perpetual existence, commencing on July 19, 2002.

ARTICLE III. - PURPOSE

This corporation is organized to transact any and all lawful business.

ARTICLE IV. - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V. - CAPITAL STOCK

- A. This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares."
- B. Except as otherwise provided by law or in the By-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. - PRINCIPAL OFFICE AND REGISTERED AGENT AND OFFICE

The street and mailing address of the principal office of this corporation is 310 N. Sweetwater Blvd., Longwood, Florida 32779 and the name of the initial registered agent of this corporation and the street and mailing address of the initial registered office of the corporation are: Steven Lambert, 310 N. Sweetwater Blvd., Longwood, Florida 32779.

ARTICLE VII. - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one or more than fifteen. The name and address of the initial directors of this corporation are:

Steven Lambert
310 N. Sweetwater Blvd.
Longwood, Florida 32779

Larry Lambert
679 Balsa Dr.
Altamonte Springs, FL 32714

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Steven Lambert
310 N. Sweetwater Blvd.
Longwood, Florida 32779

ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any By-laws adopted by the Board of Directors. The shareholders reserve the power to adopt By-laws and to prescribe in any By-laws that such By-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE X. - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the By-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

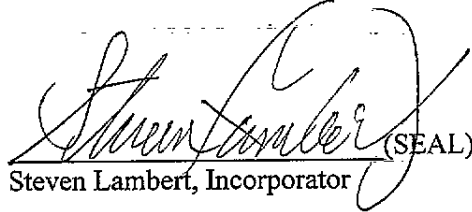
ARTICLE XI. - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the By-laws of the corporation.

ARTICLE XII. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of July, 2002.

 (SEAL)
Steven Lambert, Incorporator

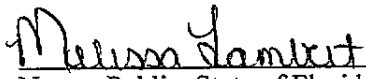
STATE OF FLORIDA
COUNTY OF _____

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Steven Lambert, known to me or who presented to me as proof of identification: _____) and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 17th day of July, 2002.

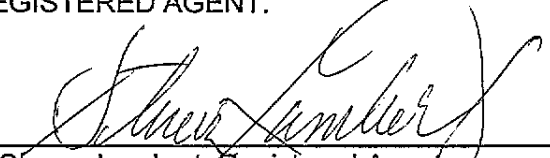


Melissa Lambert
MY COMMISSION # CC889625 EXPIRES
January 8, 2004
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public, State of Florida
My Commission Expires: 1-8-04

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION, 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.


Steven Lambert, Registered Agent

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TALLAHASSEE, FLORIDA