

**Electronic Articles of Incorporation
For**

P02000102002
FILED
September 20, 2002
Sec. Of State

MEMORIES USA, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
MEMORIES USA, INC.

Article II

The principal place of business address:
9230 HIGHWAY 192 WEST
CLERMONT, FL. 34711

The mailing address of the corporation is:
2831 RINGLING BOULEVARD
SUITE D113
SARASOTA, FL. 34237

Article III

The purpose for which this corporation is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:
100,000

Article V

The name and Florida street address of the registered agent is:
HUGH MORGAN
2831 RINGLING BOULEVARD
SUITE D113
SARASOTA, FL. 34237

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: HUGH MORGAN

Article VI

The name and address of the incorporator is:

MR. HUGH MORGAN
2831 RINGLING BOULEVARD
SUITE D113
SARASOTA, FL 34237

Incorporator Signature: HUGH MORGAN