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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓

ROBERT R. KASAK

Attorney at Law
Eastpointe Building
3802 Corporex Park Drive, Suite 200
Tampa, Florida 33619
813-630-5826 Ext. 7309
813-630-9567 – Fax

VIA AIRBORNE EXPRESS

April 16, 2003

Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

ATTN: New Filing Section

RE: FILING OF ARTICLES OF INCORPORATION FOR MEMORIES FOREVER
FAMILY TREE VIDEO, INC.

Gentlemen:

Enclosed please find two (2) sets of Articles of Incorporation for the above named corporation along with a check for \$78.75 to cover the required filing fees.

Kindly send the filing acknowledgment letter, along with the Certified Copy of the Articles of Incorporation to:

Robert R. Kasak, Esq.
Eastpoint Building
3802 Corporex Park Drive Suite 200
Tampa, FL 33619

If you have any questions please feel free to contact me.

Very truly yours,



Robert R. Kasak

ARTICLES OF INCORPORATION
OF
MEMORIES FOREVER FAMILY TREE VIDEO, INC.

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

MEMORIES FOREVER FAMILY TREE VIDEO, INC.

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ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

1308 Highwood Place
Wesley Chapel, FL 33543

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto (the "Act"), and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act, including but not limited to the production and sales of family history videos and the marketing of business opportunities for similar retail ventures.

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 1,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at any annual or special meeting of the stockholders of this corporation. The consideration for the issuance of shares of said stock may be paid in any manner permitted by the laws of the State of Florida. There shall be no cumulative voting of the common stock of this Corporation.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this Corporation shall be located at the Eastpointe Building, 3802 Corporex Park Drive, Suite 200, Tampa, Florida, 33619, and the initial registered agent of this Corporation at such office shall be Robert R. Kasak. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this Corporation shall consist of not less than one (1) nor more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the Directors shall be a majority of the number of Directors determined from time to time to comprise the Board of Directors, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Subject to the by-laws of this Corporation, meetings of the Directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this Corporation may remove any Director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors of this Corporation shall consist of one (1) member, with said member to hold office until her successor being duly elected and qualified. The name of the initial director is:

Barbara Keslinke

ARTICLE VIII

Indemnification

This Corporation shall indemnify and hold harmless each and every one of its directors, officers, employees and agents to the fullest extent permitted by the laws of the State of Florida.

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

Name

Address

Robert R. Kasak

Eastpointe Building
3802 Corporex Park Drive Suite 200
Tampa, Florida 33619

IN WITNESS WHEREOF, the undersigned has executed these Articles for the uses and purposes therein stated.



Robert R. Kasak, as Incorporator

DATED: April 16, 2003

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FOR

MEMORIES FOREVER FAMILY TREE VIDEO, INC.

The undersigned, Robert R. Kasak, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation of said corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 16th day of April, 2003.


Robert R. Kasak

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA