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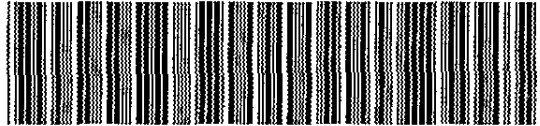
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Law Office

A. VAN CATTERTON, JR., P.A.

1990 WEST NEW HAVEN AVENUE, SUITE 104
POST OFFICE BOX 1598
MELBOURNE, FLORIDA 32902-1598

TELEPHONE (321) 722-3366
FAX (321) 722-0330
avc1@earthlink.net

May 28, 2004

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation/
Memories Are Forever, Inc.
File No. M59-102

Dear Folks:

Enclosed herewith for filing please find the executed original and one copy of the Articles of Incorporation for Memories Are Forever, Inc.

Upon filing, please provide me with a certified copy of the document. A check for your fees in the amount of \$78.75 is enclosed.

Thank you.

Very truly yours,



A. Van Catterton, Jr.

AVC:jc
Enclosures
cc: Client

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ARTICLES OF INCORPORATION

OF

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

MEMORIES ARE FOREVER, INC.

By these Articles of Incorporation, the undersigned Subscriber forms a corporation in accordance with Chapter 607, Florida Statutes, and pursuant to the following provisions ("Articles"):

ARTICLE I

NAME

The name of the corporation shall be Memories Are Forever, Inc., and, for convenience, shall be referred to in this instrument as the "Corporation".

ARTICLE II

DURATION

The Corporation shall exist perpetually unless and until dissolved according to law. Corporate existence of the Corporation shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and mailing address of the initial principal office of the Corporation is 212 Ocean Way Drive, Melbourne Beach, Florida 32951.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 212 Ocean Way Drive, Melbourne Beach, Florida 32951. The name of the Corporation's initial registered agent at that office is Paul Mindnich.

ARTICLE V

PURPOSES AND POWERS OF THE CORPORATION

The purposes of the Corporation shall be to engage in the business of retail video services, and any and all other lawful purposes. The Corporation shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by law, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Corporation. The duties and powers of the Corporation shall be exercised by the Board of Directors unless provided otherwise in these Articles of Incorporation or the Bylaws.

ARTICLE VI

STOCK AND VOTING RIGHTS

The Corporation shall be authorized to issue 100 shares of common stock. Each outstanding share of stock shall entitle the owner thereof to one vote.

ARTICLE VII

BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall be comprised of one (1) member. The number of directors may be increased or adjusted in the manner set forth in the Bylaws, provided that the number shall never be less than one. The method of election and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the Bylaws.

ARTICLE VIII

OFFICERS

The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, as provided in the Bylaws.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify every officer, director, committee member and employee of the Corporation against any and all costs and expenses, including reasonable attorney's and paralegal's fees, reasonably incurred by or imposed upon such officer, director, committee member or employee in connection with any action, suit, or other proceeding, or appeal therefrom (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he may be a party by reason of being or having been an officer, director, committee member or employee of the Corporation. Such officers, directors, committee members and employees shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors of the Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation (except to the extent that such contract or commitment may specifically provide otherwise), and the Corporation shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, committee member, or employee, or former officer, director, committee member or employee may be entitled. The Corporation may, but shall not be obligated to, maintain adequate general liability and officers, and directors, liability insurance to fund this obligation, if such insurance is reasonably available.

ARTICLE X

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI

AMENDMENTS

These Articles may be amended by the affirmative approval of a majority of the Board of Directors of the Corporation. However, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of

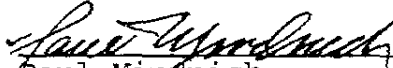
affirmative votes required, if at all, for action to be taken under that clause. No amendment shall be effective until filed with the office of the Florida Secretary of State.

ARTICLE XII

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is Paul Mindnich, 212 Ocean Way Drive, Melbourne Beach, Florida 32951.

IN WITNESS WHEREOF, the undersigned Subscriber has caused these presents to be executed as of the 25 day of MAY, 2004.


Paul Mindnich

CERTIFICATE DESIGNATING REGISTERED AGENT FOR SERVICE OF PROCESS

Pursuant to Chapters 48 and 607, Florida Statutes, the following is submitted in compliance with said Acts.

Memories Are Forever, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 212 Ocean Way Drive, Melbourne Beach, Florida 32951, has named Paul Mindnich, located at the above registered office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


Paul Mindnich, Registered Agent

Date: May 25 2004