

POS000020482

Richard R. Potter
9 Round Thorn Drive
Palm Coast, Florida 32164
(Address)

(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

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2/9/05

**ARTICLES OF INCORPORATION
OF
MEMORIES ON SCREEN, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be:

MEMORIES ON SCREEN, INC.

The principal place of business of this corporation shall be:

9 Round Thorn Drive; Palm Coast, Florida 32164

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ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any of all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock, having no par value.

ARTICLE IV: ADDRESS

The street address of the initial registered office of the corporation shall be 9 Round Thorn Drive; Palm Coast, Florida 32164, and the name of the initial registered agent of the corporation at that address is Richard R. Potter.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price for which it is offered to others.

ARTICLE VII: SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII: DIRECTORS

This corporation shall have two directors initially. The names and addresses of the initial members of the Board of Directors are:

Richard R. Potter Director	9 Round Thorn Drive Palm Coast, Florida 32164
Diane C. Joseph Director	9 Round Thorn Drive Palm Coast, Florida 32164

ARTICLE IX: OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Richard R. Potter President	9 Round Thorn Drive Palm Coast, Florida 32164
Diane C. Joseph Secretary/Treasurer	9 Round Thorn Drive Palm Coast, Florida 32164

ARTICLE X: INCORPORATOR

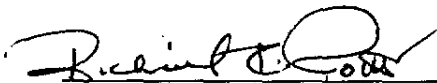
The name and street address of the incorporator to these Articles of Incorporation is:

Richard R. Potter
9 Round Thorn Drive
Palm Coast, Florida 32164

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 31th day of January 2005.

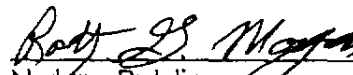

Richard R. Potter
Incorporator

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent of said corporation.


Richard R. Potter
Registered Agent

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 31 day of January 2005, by Richard R. Potter.


Notary Public
State of Florida at large
My commission expires:

