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DIVISION OF CORPORATION
06 JUN 30 AM 8:10

To Whom It May Concern: ,

If there are any questions concerning the filing of these Articles of Incorporation

Please feel free to contact Mr. David Strong at 386-761-7855 Extension 226.

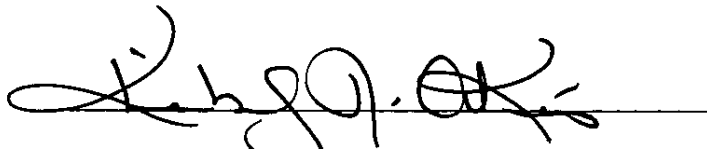
The signature below authorizes you to act upon his direction in this matter.

Please mail the Articles of Incorporation to:

Quality Financial Services Inc.

209 Dunlawton Ave Suite 14

Port Orange, FL 32127



KIMBERLY S AKINS

ARTICLES OF INCORPORATION

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ARTICLE I = NAME

The Name of this Corporation is MEMORIES IN MOTION INC

ARTICLE II = DURATION

This corporation shall have perpetual existence commencing on the date of filing with the Secretary of State of Florida.

ARTICLE III = PURPOSE

This corporation is organized for transacting all lawful business.

ARTICLE IV = CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one-dollar par value common stock.

ARTICLE V = INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the principal office of this corporation is

1615 FORD ROAD MIMS, FL 32754

The initial registered agent is KIMBERLY S AKINS whose physical address is

1615 FORD ROAD MIMS, FLORIDA 32754

The registered address is:

1615 FORD ROAD MIMS FL 32754

ARTICLE VI = INITIAL BOARD OF DIRECTORS

This corporation shall have no Directors.

ARTICLE VII = INCORPORATORS

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

KIMBERLY S AKINS

1615 FORD ROAD MIMS, FLORIDA 32754

ARTICLE VIII = MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the majority of shareholders of this corporation.

Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held. A majority of the outstanding shares of the corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

ARTICLE IX = POWERS

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

ARTICLE X = INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XI = AMENDMENT

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

ARTICLE XII = OFFICERS

The initial officers will be as follows:

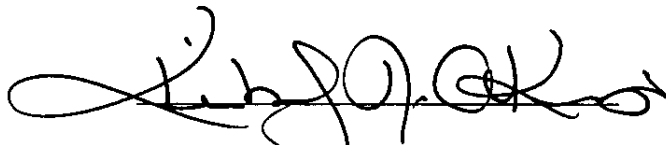
President: KIMBERLY S AKINS - 1615 FORD ROAD MIMS FL 32754

Vice President: ROBERT J AKINS - 1615 FORD ROAD MIMS FL 32754

Secretary: KIMBERLY S AKINS - 1615 FORD ROAD MIMS FL 32754

Treasurer: KIMBERLY S AKINS - 1615 FORD ROAD MIMS FL 32754

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this date: June 23, 2006

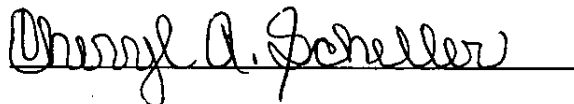


KIMBERLY S AKINS

STATE OF FLORIDA)

COUNTY OF VOLUSIA)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared KIMBERLY S AKINS known by me to be the person who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed those Articles of Incorporation. In witness whereof, I have hereunto set my hand and seal in the State and County last aforesaid, this date June 23, 2006



Notary Public, State of Florida At Large:

My Commission Expires: June 22, 2007



Cheryl A Scheller
My Commission DD223686
Expires June 22, 2007

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.**

NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST – MEMORIES IN MOTION INC
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIMS STATE OF FLORIDA HAS NAMED
KIMBERLY S AKINS AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT
IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

REGISTERED AGENT: KIMBERLY S AKINS

DATE: June 23, 2006

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
06 JUN 30 AM 8:11