

H95000038832

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPLOYER
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MEMORIES FOREVER, INC.
FAX AUDIT NUMBER: H95000005435
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TALLAHASSEE, FLORIDA

MM-16-1995 12:43 FROM EMPIRE

TO

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FLORIDA DEPARTMENT OF STATE
Sandra M. Morton
Secretary of State

May 16, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: MEMORIES FOREVER, INC.
REF: W95000010330

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Loria Poole
Corporate Specialist

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Letter Number: 095A00025088

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

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:
Memories Forever, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:
2080 West Oakland Park Blvd., Suite #201
Oakland Park, FL 33311

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

LLOYD B. SILVERMAN, ESQ. 1
2880 W. Oakland Park Blvd.
Suite 201
Oakland Park, FL 33311
(305) 733-4347 / FBN. 341460

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

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ARTICLE VIII

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

Arlene Faucette
1330 SE Fifth ~~W~~ Court
Dania, FL 33004

The undersigned has executed these Articles of Incorporation
this 9th day of May, 1995.

Arlene Faucette
Incorporator

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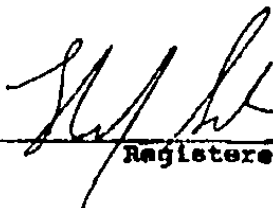
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that Memoria Forever, Inc.
(Name of Corporation)
desiring to organize under the laws of the State of Florida
(Florida)
with its principal office, as indicated in the articles of
incorporation has named Lloyd B. Silverman
(Name of Registered Agent)
located at Oakland Park, County of Broward
(City) (County)
State of Florida, as its agent to accept service of process within
this state.

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.

SIGNATURE



Registered Agent

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TALLAHASSEE, FLORIDA

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