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Carl S. Pitter
Paulette A. Gardner

May 17, 1995

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

000001484820
-05/19/95--01074--013
***122.50 ***122.50

Attention: Ms. Brendalyn Bruton

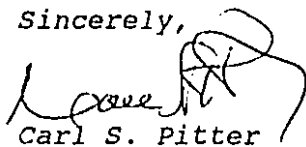
Re: Articles of Incorporation for:
MEM ENTERPRISES, INC.

Dear Ms. Bruton:

Enclosed please find three original copies of the articles of incorporation for forming MEM ENTERPRISES, INC., along with a check in the amount of \$122.50 each, for filing fees.

Your immediate attention in this matter will be greatly appreciated.

Sincerely,


Carl S. Pitter

PA6
5-22

FILED
95 MAY 19 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

MEM ENTERPRISES, INC.
9701 SOUTH WEST 16 STREET
PEMBROKE PINES, FLORIDA 33025

FILED
95 MAY 19 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is MEM ENTERPRISES, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of ONE DOLLAR (\$1.00) par value stock, which shall be designated as "COMMON STOCK".

ARTICLE IV - 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7380 WEST ATLANTIC BOULEVARD MARGATE, FLORIDA 33063, and the name of the initial registered agent of this corporation at this address is CARL S. PITZER.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director(s) of this corporation is/are:

EINSTEIN D. HIBBERT
1038 SOUTH WEST 104 WAY
PEMBROKE PINES, FL 33025

MICHAEL G.O. HIBBERT
9701 SOUTH WEST 16 STREET
PEMBROKE PINES, FL 33025

MICHAEL A. CHANCE
1281 NORTH WEST 185 TER
PEMBROKE PINES, FL 33029

ARTICLE VII - INITIAL OFFICERS

The name and address of the initial officers of the corporation are:

PRESIDENT:

EINSTEIN D. HIBBERT
1038 SOUTH WEST 104 WAY
PEMBROKE PINES, FL 33025

VICE PRESIDENT:

MICHAEL G.O. HIBBERT
9701 SOUTH WEST 16 STREET
PEMBROKE PINES, FL 33025

MICHAEL A. CHANCE
1281 NORTH WEST 185 TER
PEMBROKE PINES, FL 33029

TREASURER:

MICHAEL G.O. HIBBERT
9701 SOUTH WEST 16 STREET
PEMBROKE PINES, FL 33025

SECRETARY:

NADINE A. HIBBERT
1038 SOUTH WEST 104 WAY
PEMBROKE PINES, FL 33029

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these ARTICLES is:

MICHAEL G.O. HIBBERT
9701 SOUTH WEST 16 STREET
PEMBROKE PINES, FL 33025

IN WITNESS THEREOF, the undersigned subscriber has executed these ARTICLES OF INCORPORATION on the 17TH day of MAY, 1995.

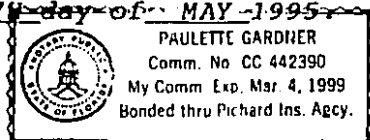
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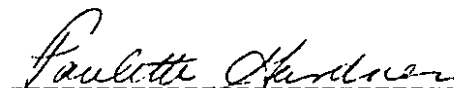


(STATE OF FLORIDA
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MICHAEL G.O. HIBBERT, known to me and known by me to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he/she acknowledged before me that he/she executed those ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of MAY, 1995.





NOTARY PUBLIC STATE OF FLORIDA

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



RESIDENT AGENT: CARL S. PITTER