

P9500006/223

August 2, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

RE: MEMO MANAGEMENT COMPANY

300001554993
-08/08/95--01063--008
****131.25 ****131.25

To whom it may concern:

Enclosed is an original and one copy of the articles of incorporation and a check of \$131.25 for the filing fee, certified copy & certificate concerning the proposed corporate name.

FROM:

MEMO MANAGEMENT COMPANY
2836 Fillmore Street #28
Hollywood, Fl 33020
(305) 923-8362
(305) 584-7015

Best Regards,

Ginette Meunier
Ginette Meunier

:gm
enclosures (3)
c.c.: File

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG -8 AM 8:36

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ARTICLES OF INCORPORATION

OF

MEMO MANAGEMENT COMPANY

ARTICLE I - NAME

The name of this corporation shall be: MEMO MANAGEMENT COMPANY

ARTICLE II - PURPOSE

This corporation is organized for the following purposes:

1. To manage and administrate services for community association on real estate property of every kind and description within and without the State of Florida.
2. To acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
3. To engage in the marketing, sales, and management of and for real estate interest and personal property interests and to buy and sell real and personal property of any nature whatsoever.
4. To take, buy, exchange, lease or otherwise acquire, sell, pledge and mortgage real and personal property and any interest or rights therein, and to hold, own, operate, contract, maintain, manage and develop such property and interests in any manner that may be necessary, useful or advantageous for the purpose of this corporation.
5. To own, operate, develop and sell real estate for the purpose of real estate development, including the sale of the real estate as condominium time sharing ownership or in bulk sale.
6. To carry on any lawful business necessary or incidental to the attainment of the purpose of this corporation whether or not such business is similar in nature to the purposes enumerated in these Articles of Incorporation and all other lawful business which may be conducted under the laws of the State of Florida.
7. To convey, sell, assign, transfer, lease, mortgage or to execute mortgages, pledge, exchange, or otherwise deal with any property.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100,000 outstanding shares of common stock having no par value. The consideration received

for issuance of said stock shall be as determined by the Board of Directors. After payment to the corporation by cash, services actually performed or tangible or intangible property for said shares, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE IV - PRE-EMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which each 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 - CORPORATE EXISTENCE

This corporation shall have perpetual existence and its existence shall commence upon filing.

ARTICLE VI - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2836 Fillmore Street, Apt. 28
Hollywood, Fl 33020

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Ginette Meunier
4705 SW 62nd Avenue, Apt 204
Davie, Fl 33314

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one.

The name and addresses of the initial directors of this corporation are:

Jean-Marc Ménard, President
2836 Fillmore Street, Apt. 28
Hollywood, Fl 33020

Ginette Meunier, Secretary/Treasurer
4705 SW 62nd Avenue, Apt 204
Davie, Fl 33314

ARTICLE IX - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Jean-Marc Ménard
2836 Fillmore Street, Apt. 28
Hollywood, Fl 33020

Ginette Meunier
4705 SW 62nd Avenue, Apt 204
Davie, Fl 33314

ARTICLE X - LIMITATIONS AND RELATIVE RIGHTS OF CAPITAL STOCK

Section 1. Dividends

The holder of record of the capital stock shall be entitled to cash or stock dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors. Cash or stock dividends, if any, shall accrue from the date of issue, unless decided otherwise by the Board of Directors.

Section 2. Rights Upon Liquidation or Dissolution

After payment of all of the debts, liabilities and responsibilities of the corporation, the holders of the capital stock shall be entitled to distribute the remaining assets of this corporation in such manner that the assets shall be payable to and distributed ratably among the holders of record of the capital stock in proportion to the number of shares held and owned by each shareholder. Any liquidation under this section shall not treat accumulated dividends as set forth in Section 1 that have not been distributed in any preferential manner.

Section 3. Voting Rights

Except as otherwise provided by law, the voting for the election of directors shall be vested exclusively in the holders of the outstanding capital shares.

ARTICLE XI - RESTRICTION ON TRANSFER OF STOCK

Shares held by shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders. Price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and/or this corporation.

The above restriction shall apply not only upon the reissuance or transfer of capital stock of this corporation to another stockholder, but shall also apply in the event of death, disability or other reasons, all of which shall be separately set forth in the Bylaws and Stockholders' Agreement.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING

All of the shares entitled to vote represented in person or proxy, shall constitute a quorum at a meeting of shareholders. If a

quorum is present, the affirmative vote of all of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII - DIRECTOR'S RESIDENCY AND COMPENSATION

Directors of this corporation need not be residents of the State of Florida. The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XIV - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of all of the directors present or if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of all of the directors present and voting shall be the act of the Board of Directors.


ARTICLE XV - INDEMNIFICATION

This corporation may indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XVI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 31st days of July 1995.



Jean-Marc Ménard



Ginette Meunier

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 AUG -8 AM 8:36

1. The name of this corporation is: MEMO MANAGEMENT COMPANY.
2. The name and address of the registered agent is:

Ginette Meunier
4705 SW 62nd Avenue #204
Davie, Fl 33314

3. The address of the principal office is:

2836 Fillmore Street #28
Hollywood, Fl 33320

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.

Ginette Meunier
Ginette Meunier

J. 295
8-2-95