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Thomas F. Ryan, P.S.

Attorney at Law

1813 AUSTRALIAN AVENUE SOUTH
1102 OAK PROFESSIONAL BLDG., SUITE A
WEST PALM BEACH, FL 33409
TELEPHONE (407) 478-7778
FAX (407) 689-6121

FILED
95 JAN 29 AM 10:55
TALLAHASSEE, FLORIDA

January 17, 1996

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

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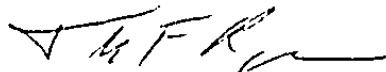
Re: Memory Productions, Inc.

Dear Sir or Madam:

Enclosed is an original and two copies of the Articles of Incorporation for the above-referenced company. Also enclosed is a check in the amount of \$122.50 for the filing fee and a self-addressed, stamped envelope for a return copy of the Articles.

Thank you for your cooperation in this matter.

Sincerely yours,



Thomas F. Ryan

TFR:jms

ARTICLE OF INCORPORATION
OF
MEMORY PRODUCTIONS, INC.

ARTICLE I - CORPORATE NAME

The name of the corporation is Memory Productions, Inc.

ARTICLE II - PRINCIPLE OFFICE

The principle office is 215 N. Olive Avenue, Suite 114, West Palm Beach, Florida 33401.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that the corporation is allowed to have outstanding at any one time is 1000.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the registered agent is Thomas F. Ryan, Esquire, Big Oak Professional Building, 1803 Australian Avenue South, Suite A, West Palm Beach, Florida 33401.

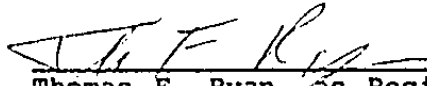
ARTICLE V - INCORPORATORS

The name and address of the incorporators to these articles of incorporation is Anders Bengtson, President and Director, 215 N. Olive Avenue, Suite 114, West Palm Beach, Florida 33401 and Sten Martensson, Vice President, Secretary and Director, 215 N. Olive Avenue, Suite 114, West Palm Beach, Florida 33401.


ACCEPTANCE

Having been named as registered agent to accept service of process for the above corporation, 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.

Date: 1/17/97


Thomas F. Ryan, as Registered Agent

The undersigned has executed these articles of incorporation on this 17 day of January, 1996.


Anders Bengtson, President and Director

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