

P960000 14932

Memory One, Inc.

February 7, 1996

EFFECTIVE DATE  
2/6/96

Florida Department of State  
Secretary of State  
Corporations Division  
409 E. Gaines St.  
Tallahassee, Florida 32399

Dear Sir or Madam,

Please find enclosed the necessary documentation to incorporate in the state of Florida and also a check for \$122.50 for Memory One, Inc.'s Incorporation fees. If you need to reach me directly at any time, please call me at (800) 766-2782.

Please notify me immediately of Memory One, Inc.'s Charter Number as soon as incorporation is completed. Again, the toll free number is (800) 766-2782.

Thank you for your assistance in this matter.

Sincerely,

*Carl L. Smith, III*

Carl L. Smith, III

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
2/6/96

**CERTIFICATE OF INCORPORATION  
OF  
MEMORY ONE, INC.**

**FILED**  
96 FEB 13 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

**1. IDENTIFICATION**

The name of the corporation, hereinafter referred to as the "Corporation" is Memory One, Inc.

**2. PERIOD OF EXISTENCE**

The period during which the corporation shall continue is perpetual.

**3. REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation is 7077 South Tamiami Trail, Sarasota, FL 34231 and the name and address of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is 7077 South Tamiami Trail, Sarasota, FL 34231.

**4. PURPOSE**

The purpose of the corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Florida.

**5. SHARES**

The total authorized capital stock of the corporation is 10,000,000 shares having a Par Value of \$.00001. All or any part of said shares may be issued by the corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by Law.

**6. INCORPORATOR'S ADDRESS**

The name and post office address of the incorporator of the Corporation is as follows:

Carl L. Smith, III  
7077 South Tamiami Trail  
Sarasota, FL 34231

## 7. DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the names and mailing addresses of persons who are to serve as directors until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Carl Smith, 7077 South Tamiami Trail, Sarasota, FL 34231  
Howard Davidmeyer, 7077 South Tamiami Trail, Sarasota, FL 34231  
Michael Kamkar, 7077 South Tamiami Trail, Sarasota, FL 34231

## 8. INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be February 5, 1996.

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of January 1, 1996.

  
Carl L. Smith, III

**INCORPORATOR'S CERTIFICATE  
OF  
MEMORY ONE, INC.**

I, Carl L. Smith, III, the sole incorporator of Memory One, Inc., a Florida corporation formed in accordance with the laws of that state sign this statement to set forth action taken as follows:

FIRST: I state that the Certificate of Incorporation of Memory One, Inc., a true copy of which is annexed to this statement, was filed with the Department of State of Florida on February 7, 1996.

SECOND: The by-laws annexed to this statement have been adopted by me as the by-laws of the Corporation.

THIRD: The following persons have been nominated and elected by me as directors of the Corporation to hold office until the first annual meeting of shareholders and until their successors are elected and qualify:

Carl Smith  
Howard Davidsmeyer  
Michael Kamkar

FOURTH: I hereby assign all my rights as incorporator of the Corporation to the above-named directors.

The foregoing is established by my signature on this instrument at Sarasota, Florida on this 7th day of February, 1996.

  
Carl L. Smith, III

# **CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT  
OF**

**MEMORY ONE, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with its  
registered office as indicated in the Articles of Incorporation  
at 7077 South Tamiami Trail, Sarasota, Florida 34231 has named Vikki Cook located at the  
aforesaid address, as its Registered Agent to accept service of process within this state.

## **ACKNOWLEDGEMENT**

Having been named as Registered Agent to accept service of process for the above stated  
corporation at the place designated in this certificate, and being familiar with the obligations of  
that position, I hereby accept to act in this capacity, and agree to comply with the provisions of  
Florida Law in keeping open said office.

  
\_\_\_\_\_  
Vikki Cook

**FILED**  
**96 FEB 13 PM 4:15**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**