

996000019980

TRANSMITTAL LETTER

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

SUBJECT: DIGITAL MEMORIES, INC.

100001729851
-03/01/96--01094--012
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and
a check for :

\$78.75 (For filing fee & certificate)

FROM:

Pamela C. Futch

1210 South Street

Key West, FL 33040

(305) 296-4678

FILED
96 MAR - 1 AM 10:57
TALLAHASSEE, FLORIDA

SN MAR - 5 1996

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Digital Memories, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1210 South Street, Key West, Florida 33040.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Pamela Futch, 1210 South Street, Key West, Florida, 33040.

ARTICLE V INCORPORATORS

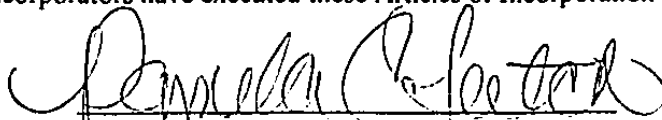
The name and street address of the incorporators to these Articles of Incorporation are Pamela Futch, 1210 South Street, Key West, Florida 33040 and O. Thomas Bernsdorff, 1210 South Street, Key West, Florida 33040.

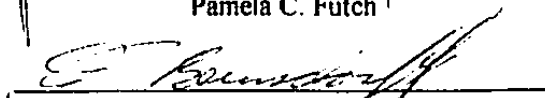
ARTICLE VI INITIAL OFFICERS

The initial president and treasurer of this corporation shall be Pamela C. Futch, 1210 South Street, Key West, Florida 33040

The initial vice-president and secretary of this corporation shall be O. Thomas Bernsdorff, 1210 South Street, Key West Florida 33040.

The undersigned incorporators have executed these Articles of Incorporation this thirty-first day of January, 1996.


Pamela C. Futch


O. Thomas Bernsdorff

**CERTIFICATE OF DESIGNATION OF
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.

1. The name of the corporation is: DIGITAL MEMORIES, INC.

2. The name and address of the registered agent and office is:

PAMELA C. FUTCH

(NAME)

1210 SOUTH STREET

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

KEY WEST, FLORIDA 33040

(CITY/STATE/ZIP)

FILED
66 MAR -1 11:10:57
TALLAHASSEE, FLORIDA

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.

Pamela C. Futch
(SIGNATURE)

2/1/96
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314