

p96000023534

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

52643

RE: Memory ~~Bank~~ Inc.
Works,

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*Alexandra gave auth.
 by phone to change the
 Name 3-18-96
 Dmc.*

W96-5642

00511

(Memory Works, INC.)

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<u>nc</u>	_____	_____

WALK-IN 3/14 12:00
 Will Pick Up _____

	C.O. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express SM	_____	_____
Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
<input checked="" type="checkbox"/> Foreign Corp. File	_____	_____
() Cert. Copy(s)	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S-	_____	_____
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, _____ Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone ()	_____	_____
Top Priority	_____	_____
Express Mail Prep.	_____	_____
FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

*RECEIVED
 03/14/96
 10:43 AM
 TALLAHASSEE, FLORIDA*

*000001742940
 -03/14/96--01049--002
 ****122.50 ****122.50*

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____

*RECEIVED
 03/14/96
 11:06 AM
 TALLAHASSEE, FLORIDA*

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

*Daniel C. Perri
Alexandra R. Haught*

DANIEL C. PERRI
*Attorneys at Law
5 Clifford Drive
Suite Twelve
Shallmar, Florida 32579*

Telephone (904) 651-3011

Facsimile (904) 651-3306

March 13, 1996

Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

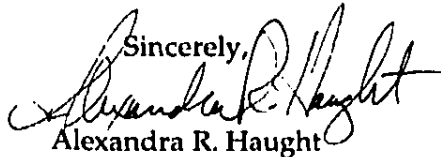
Re: Articles of Incorporation

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for MEMORY BANK, INC. Please file the original and return a certified copy along with a Certificate of Incorporation.

Also enclosed is a check in the amount of \$122.50 representing your filing fee.

I appreciate your assistance in this matter.

Sincerely,

Alexandra R. Haught

Enc.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

95 MAR 15 10:11:32
OFFICE OF THE SECRETARY OF STATE

March 15, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST., STE. 1
TALLAHASSEE, FL 32301

SUBJECT: MEMORY HOUSE, INC.
Ref. Number: W96000005642

We have received your document for MEMORY HOUSE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 496A00011673

CORRECTED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

96 MAR 14 PM 4:35
RECEIVED

March 14, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST., STE. 1
TALLAHASSEE, FL 32301

SUBJECT: MEMORY BANK, INC.
Ref. Number: W96000005591

We have received your document for MEMORY BANK, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 696A00011489

*Corrected,
Thank you, Sandy*

**ARTICLES OF INCORPORATION
OF**

MEMORY WERKS, INC.

FILED
MAR 15 PM 2:02
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, being the incorporators of these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607 as follows:

**ARTICLE I
NAME**

The name of this corporation is MEMORY WERKS, INC.

**ARTICLE II
DURATION**

This corporation shall exist perpetually.

**ARTICLE III
CORPORATE PURPOSE AND POWERS**

This corporation is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This corporation shall have all corporate powers enumerated in Chapter 607 mentioned above.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share, which stock shall have the entire voting power of the corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5 Clifford Drive, Suite 12, Shalimar, Florida 32579 and the name of the initial registered agent at that address is ALEXANDRA R. HAUGHT.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two. The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

Randy A. Bridges
824 Weeden Island Drive
Niceville, FL 32578

James L. Windham
1407 Woodsman Court
High Point, NC 27265

ARTICLE VII
INITIAL INCORPORATORS

The name and address of the initial incorporators of this corporation are as follows:

Randy A. Bridges
824 Weeden Island Drive
Niceville, FL 32578

ARTICLE VIII
PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS

The principal office address of the Corporation is 824 Weeden Island Drive, Niceville, FL 32578. The mailing address for the Corporation is P.O. Box 1231, Shalimar, FL 32579.

**ARTICLE IX
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting when consent in writing setting forth the action so taken is signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

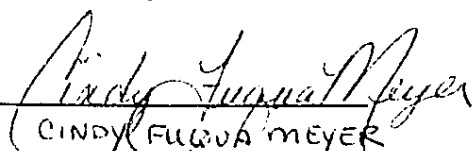

IN WITNESS WHEREOF, the undersigned, being all of the incorporators hereinbefore named, have hereunto set their hand and seal on this the 13th day of March, 1996, for the purpose of forming a corporation to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated above are true.


Randy A. Bridges
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared RANDY A. BRIDGES who has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 13th day of March, 1996.


CINDY FUQUA MEYER
NOTARY PUBLIC
My Commission Expires:

CINDY FUQUA MEYER
My Commission CC312488
Expires Ser 01, 1997
Bonded by HAI
800-422-1555

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

FILED

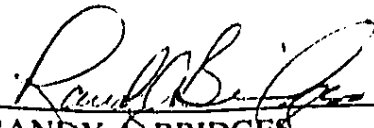
MAR 15 PM 2:02

**CLERK OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

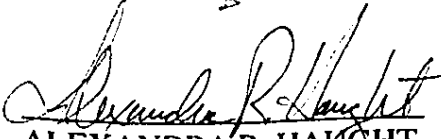
1. The name of the corporation is **MEMORY WORKS, INC.**
2. The address of the registered office is **5 Clifford Drive, Suite 12, Shalimar, Florida 32579.**
3. The name of the registered agent at the registered office is **Alexandra R. Haught, Attorney at Law.**

Dated: March 13, 1996.


RANDY A. BRIDGES
Incorporator

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: March 13, 1996.


ALEXANDRA R. HAUGHT