



P96000080693

Florida Incorporators, Inc.

Mark S. Hankins
President
15 Sidonia Avenue, Suite 2
Coral Gables, Florida 33134-3449

September 25, 1996

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

200001959002
-09/27/96--01040--017
*****122.50 *****122.50

RE: Mobile Compusmart, Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$122.50 representing the filing fee, certificate fee and designation of registered agent fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President

FILED
55 SEP 26 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MOBILE COMPUSMART, INC.

FILED
96 SEP 26 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is MOBILE COMPUSMART, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is TEN THOUSAND (10,000) SHARES of capital stock, \$1.00 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor(s) are elected and qualified is:

TIMOTHY LONCARICH
418 Cypress Road
Ocala, Florida 34472

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SEVENTH: The name and address of the incorporator is ^{IN STATE} TALLAHASSEE, FLORIDA

MARK HANKINS
15 Sidonia Avenue, Suite 2
Coral Gables, Florida 33134-3449

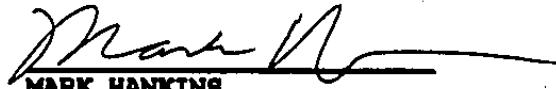
EIGHTH: The name and address of the initial registered agent and the initial registered office is:

FLORIDA INCORPORATORS, INC.
15 Sidonia Avenue, Suite 2
Coral Gables, Florida 33134-3449

NINTH: The principal office of the corporation is:

MOBILE COMPUSMART, INC.
418 Cypress Road
Ocala, Florida 34472

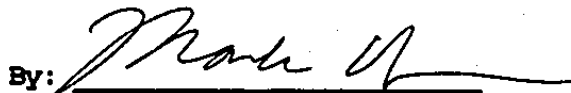
DATED: September 25, 1996


MARK HANKINS
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

Florida Incorporators, Inc.

By: 
MARK HANKINS
President

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Mobile CompuSmart, Inc.

FILED
97 FEB 24 PM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE FIRST is hereby amended to read:

The Name of the Corporation is:

CDMemories, Inc.

ARTICLE EIGHTH is hereby amended to read:

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

**Florida Incorporators, Inc.
1221 Brickell Avenue, Suite 900
Miami, FL 33131**

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: February 21, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 21st of February, 19 97

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Mark Hankins

Typed or printed name

Incorporator, and President of Registered Agent

Title