

P97000014848



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 249120 79818A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 5, 1997

ORDER TIME : 9:51 AM

ORDER NO. : 249120-005

CUSTOMER NO: 79818A

CUSTOMER: Ms. Linda Schumacher
TEW ZINOBER BARNES ZIMMET &
UNICE
2655 McCormick Drive

Clearwater, FL 34619

100002078881--5
-02/05/97-01074-012
****122.50 ****122.50

FILED
97 FEB-5 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ^{GARDENS,}
~~THE MEMORY COMPANY~~, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

W97-2982
KR 2.5

2-17-97

RECEIVED
97 FEB-5 PM 12:07
DIVISION OF CORPORATION

TEW, ZINOBER, BARNES, ZIMMET & UNICE
ATTORNEYS AT LAW

JOEL R. TEW
FREDRIC S. ZINOBER
ROBERT L. BARNES, JR.
ALAN S. ZIMMET
T. R. UNICE, JR.
ANDREW J. SALZMAN
JEFFREY P. CARIO*

LEE WM. ATKINSON
MARK A. CONNOLLY
DONNA J. FELDMAN
PAUL J. WATERS
BRET T. JARDINE
PATRICK A. BURSON
CHRISTOPHER M. AIELLO
*HERNANDO RESIDENT PARTNER

CLEARWATER OFFICE
PRESTIGE PROFESSIONAL PARK
2655 MCCORMICK DRIVE
CLEARWATER, FLORIDA 34619

HERNANDO OFFICE
7361 FOREST OAKS BLVD.
SPRING HILL, FLORIDA 34606

PLEASE REPLY TO:
P. O. BOX 5124
CLEARWATER, FLORIDA 34618-5124

CLEARWATER OFFICE
(813) 799-2882

FAX
(813) 726-0058
(813) 799-6794

HERNANDO OFFICE
(352) 683-0597
FAX
(352) 686-0701

February 4, 1997

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

Re: The Memory Company, Inc.

Gentlemen:

Enclosed is the original and one signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,

TEW, ZINOBER, BARNES, ZIMMET & UNICE


Joel R. Tew

JRT/lbs

Enclosures

P.S.: Please note Tew, Zinober, Barnes, Zimmet & Unice is a registered fictitious name.

#9997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 5, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: THE MEMORY COMPANY, INC.
Ref. Number: W97000002932

RESUBMIT
Please give original
submission date as file date.

We have received your document for THE MEMORY COMPANY, 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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 697A00006130

RECEIVED
96 FEB 14 PM 1:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
MEMORY GARDENS, INC.**

FILED
97 FEB -5 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be MEMORY GARDENS, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Tew, Zinober, Barnes, Zimmet & Unice. The street address of the initial registered office of the corporation for service of process shall be 2655 McCormick Drive, Clearwater, Florida 34619.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have One (1) director. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial directors of the corporation are:

Ronald A. Buening

7307 Trouble Creek Road
New Port Richey, FL 34653

ARTICLE VII - INCORPORATOR

The name and address of each incorporator of the corporation is

Ronald A. Buening

7307 Trouble Creek Road
New Port Richey, FL 34653

ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be P.O. Box 3399, Holiday, Florida 34690. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI - PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the

corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

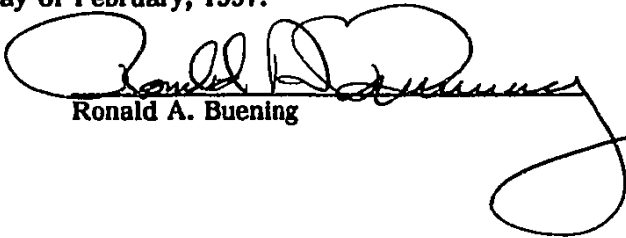
ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of February, 1997.


Ronald A. Buening

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 12th day of February, 1997 by Ronald A. Buening, who is personally known to me ~~or who has produced~~ (type of identification) as identification.

Jo Lynn Jorczak
Signature of Person Taking Acknowledgment

Jo Lynn Jorczak
Name of Acknowledger Typed, Printed or Stamped

Notary Public, State of Florida

CC520183
Notarial Serial Number

(NOTARY SEAL)

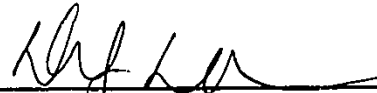


Jo Lynn Jorczak
MY COMMISSION # CC520183 EXPIRES
February 17, 2000
BONDED THROUGH TROY FARM INSURANCE, INC.

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for Memory Gardens, Inc., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 12th day of February, 1997.

Tew, Zinober, Barnes, Zimmet & Unice

By: 
Donna J. Feldman, Esquire
Tew, Zinober, Barnes, Zimmet & Unice
P. O. Box 5124
2655 McCormick Drive
Clearwater, FL 34618
(813) 799-2882

FILED
97 FEB -5 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA