

Billie Tarnove
Attorney

P97000057150

Suite 103
2810 East Oakland Park Blvd.
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(954) 527-0058
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June 24, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

00000225070--8
-06/27/97--01078--010
***122.50 ***122.50

Re: Masterpiece Memories, Inc.

Dear Sir/Madam:

Enclosed are the following:

1. Original and one (1) copy of Articles of Incorporation;
2. Check in the amount of \$122.50; and
3. Return envelope.

Please file the enclosed articles and return a certified copy to our office in the enclosed envelope.

Please do not hesitate to contact me if you have any questions.

Very truly yours,

Billie Tarnove
BILLIE TARNOVE

BTM:kb
Enclosure(s)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 27 AM 11:56

Rp
6-30-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 27 AM 11:57

**ARTICLES OF INCORPORATION
OF**

MASTERPIECE MEMORIES, INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is Masterpiece Memories, Inc.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV. PRE-EMPTIVE RIGHT

Every shareholder, upon the sale in cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 2810 East Oakland Park Boulevard, Suite 102, Fort Lauderdale, FL 33306 and the name of the initial Registered Agent of this corporation at that address is Billie Tarnove.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased from time to time by the

by-laws but shall never be less than one (1).

The names and addresses of the initial directors of this corporation ^C:

<u>Name</u>	<u>Address</u>
Edna Tarnove	3200 Port Royale Dr. N. Apt. 1908 Fort Lauderdale, FL 33308
Richard L. Tarnove	3200 Port Royale Dr. N. Apt. 1908 Fort Lauderdale, FL 33308
Rina Lichtinger	2880 N.E. 55th Ct. Fort Lauderdale, FL

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Billie Tarnove
2810 East Oakland Park Boulevard, Suite 102
Fort Lauderdale, FL 33306

ARTICLE VIII. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 2810 East Oakland Park Boulevard, Suite 102, Fort Lauderdale, FL 33306.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer or director of any former officer or director, to the full extent permitted by law.

ARTICLE X.

This corporation reserves the right to amend or repeal provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 25 day of June,
1997.

Billie Tarnove
Billie Tarnove
Subscriber

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take
acknowledgements in the State and County set for the above,
personally appeared Billie Tarnove, known to me to be the person
who executed the foregoing Articles of Incorporation, and she
acknowledged before me that she executed these Articles of
Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my
official seal, in the State and County aforesaid this 26 day of
June, 1997.

Sonia Williams
Notary Public, State of Florida

My Commission Expires:



Sonia Williams
MY COMMISSION # CC601930 EXPIRES
March 12, 2001
BONDED THRU TROY FARM INSURANCE, INC.

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statute §607.0501, 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:

The name of the corporation is: Masterpiece Memories, Inc.

The name of the Registered Agent is: Billie Tarnove

The address of the Registered Agent/registered office is:

2810 East Oakland Park Boulevard, Suite 102
Fort Lauderdale, FL 33306

ACCEPTANCE

Having been named as Registered Agent and designated to accept service of process for the above corporation, I hereby accept this 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.


BILLIE TARNOVE

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