

P98000030604

Dear Sir,


Date : 3/31/98

Enclosed is a check in the amount of \$122.50 and two copies of a charter in connection with the incorporation of Rich Memories, Inc. in the state of Florida. The Second copy is for you to certify the charter and please return to me by the enclosed USA AirBill of Federal Express.

Sincerely yours,

000002474770-1
-04/01/98-01031-004
****122.50 ****122.50

Rich Memories, Inc.


Jennifer Kung

FILED
98 APR - 1 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. Hall

APR - 2 1998

**ARTICLES OF INCORPORATION
OF
Rich Memories, Inc.**

I, the undersigned natural person(s), competent to contract, acting as incorporator of corporation under the General Corporation Law of the State of Florida, make, subscribe, acknowledge and file the following Articles of Incorporation for such corporation.

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation shall be :

Rich Memories, Inc.

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**ARTICLE II
GENERAL NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The authorized capital stock of this corporation shall consist of **500** shares of common stock of the par value of One Dollar (\$1.00) per share, which shall be issued for such consideration as may be fixed by the Board of Directors of the corporation.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which the corporation will begin business is **Five Hundred Dollars (\$500.00)**.

**ARTICLE V
CORPORATE EXISTENCE**

The Corporation is to have perpetual existence.

ARTICLE VI
PRINCIPAL OFFICE

The street address of the principal office of the corporation in the state of Florida is :

**2137 N.W. 79 Ave.,
Miami, Florida 33122.**

ARTICLE VII
NUMBER OF DIRECTORS

The number of directors of the Corporation shall be set from time to time by the By-Laws, but shall be at least one (1).

ARTICLE VIII
FIRST BOARD OF DIRECTORS

The names and street addresses of the members of the first board of directors of the corporation are as follow :

**Shuk Yin Sze (Director)
1081 S.W. 101 Ter.,
Pembroke Pines, FL 33025.**

**Wai Yee Kwok (Director)
Unit 6 & 8, 18 FL, Blk E,
31-41 Shan Mei St.,
Fo Tan, Shatin, NT Hong Kong.**

ARTICLE IX
SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation is :

**Shuk Yin Sze
1081 S.W. 101 Ter.,
Pembroke Pines, FL 33025.**

ARTICLE X
INDEMNIFICATION

To the full extent permitted by law, the corporation shall indemnify person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the corporation to procure a judgment in its favor) by reason of the fact that he, or his testator or intestate, is or was a director, officer, employee or agent of the corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the corporation.

ARTICLE XI

SPECIAL PROVISIONS

(a) No holder of stock of the corporation of any class shall have any preferential, preemptive or other right to subscribe for or to purchase from the corporation any stock of the corporation of any class whether or not now authorized, to purchase any bonds, certificates of indebtedness, debentures, notes, obligations, or other securities, which the corporation may at any time corporation of any class.

(b) No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation, is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm, or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association of corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also director of such subsidiary or controlled corporation.

(c) The Board of Directors, in addition to choosing the President, Secretary and Treasurer of the corporation, may choose one or more Vice Presidents, an Assistant Secretary, and Assistant Treasurer and such other officers as the Board shall deem advisable, and such officers shall serve for such terms and have such duties as may be determined by the Board of Directors,

(d) The stockholders may, in their discretion choose a Chairman of the Board of Directors at the annual meeting of the stockholders of the corporation; or if the annual meeting of the stockholders is not held, at any meeting of the stockholders thereafter called pursuant to the By-Laws of the corporation.

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98 APR -1 PM 3:45


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XII
RESIDENT AGENT

The resident agent to accept service of process within this state shall be

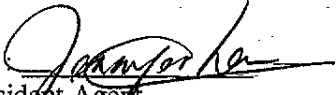
Jennifer Kung
1081 S.W. 101 Ter.,
Pembroke Pines, FL 33025.

IN WITNESS WHEREOF, I do make and subscribe these Articles of Incorporation the
31 day of Mar, 1998.


Shuk Yin Sze

ACKNOWLEDGMENT BY RESIDENT AGENT

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By 
Resident Agent