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OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MEMORIES FROM THE HEART, INC. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

2:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 AUG 26 PM 1:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
98 AUG 26 AM 11:11
DIVISION OF CORPORATION

Examiner's Initials

FILED

98 AUG 26 PM 1:19

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
MEMORIES FROM THE HEART, INC.**

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is MEMORIES FROM THE HEART, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The Corporation shall have a perpetual existence. The beginning of Corporate existence shall be the Date of the Filing.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value. The Corporation is authorized to have one class of stock designated as common stock. All the Common Stock, when issued, shall be fully paid and exempt from assessment.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall have two(2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the By-Laws, but shall never be less than one (1).

The name and address of the initial Directors is:

<u>NAME</u>	<u>ADDRESS</u>
SAMANTHA MATHEUS	7010 S.W. 16TH TERRACE MIAMI, FLORIDA 33155
ANA MARIA LARA	1800 S.W. 70TH AVENUE MIAMI, FLORIDA 33155

ARTICLE VI

OFFICERS

The name of the initial officers of this corporation, who shall hold such office until his successor for such office shall have been duly elected and qualified, are:

PRESIDENT/TREASURER:	SAMANTHA MATHEUS
VICE-PRESIDENT/SECRETARY:	ANA MARIA LARA

ARTICLE VII

REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of the Corporation is ANTHONY LARA, 1800 S.W. 70 AVENUE, MIAMI, FLORIDA, 33155.

ARTICLE IX

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation is 1800 S.W. 70 AVENUE, MIAMI, FLORIDA 33155.

ARTICLE X

LAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the By-Laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the By-Laws.

ARTICLE XI

PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. All shares of stock are freely assignable, but no owner shall sell to one who is not a stockholder without first offering the stock for sale to the other stockholder at a price set by appraisers. If remaining stockholder don't elect to buy their shares, all outstanding shares should be sale to outsiders.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director of the Corporation who was wholly successful, on the merits or otherwise, in the defence of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XIII

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in accordance with the provisions of the Florida General Corporation act.

ARTICLE XIV

INCORPORATOR

The name and address of the Incorporator subscribing to these Articles of Incorporation is SAMANTHA MATHEUS, 7010 S.W. 16th Terrace, Miami, Florida 33155.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 8th day of AUGUST, 1998.

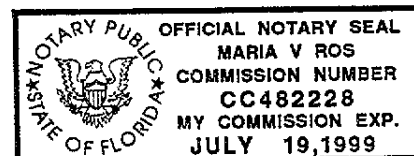

SAMANTHA MATHEUS

State of Florida)
)
County of Miami Dade)

The foregoing instrument was acknowledged before me this 10 day of AUGUST, 1998, by SAMANTHA MATHEUS who is personally known to me or who has produced _____ as identification and who did/did not take an oath, and who, as Incorporator(s), executed the foregoing Articles of Incorporation of MEMORIES FROM THE HEART, INC., and acknowledged before me that she executed those Articles of Incorporation.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



**CERTIFICATE OF REGISTERED AGENT
OF
MEMORIES FROM THE HEART, INC.**

Pursuant to Sections 607.0501 and 607.0505 of the Florida Statutes, the following is submitted in compliance therewith:

That MEMORIES FROM THE HEART, INC., desiring to organize under the laws of the State of Florida with its principal office at 1800 S.W. 70th Avenue, Miami, Florida 33155 has named ANTHONY LARA at 1800 S.W. 70 Avenue, Miami, County of Miami Dade, State of Florida, agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, ANTHONY LARA accepts to act in this capacity. ANTHONY LARA further agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties, and is familiar with and accepts the obligations of the position as Registered Agent, including the obligations provided in Florida Statutes Section 607.0505(1995).

Dated this 10 day of August, 1998

By: Anthony Lara
ANTHONY LARA

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98 AUG 26 PM 1:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA