

**Berger
Davis &
Singer**
Professional Association

100 N.E. Third Avenue Suite 400
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P99000019561

March 1, 1999

VIA HAND DELIVERY

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

**Re: Memoir-Ability, Inc.
Our File No. 5409.001**

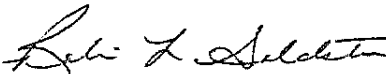
Dear Sir or Madam:

Enclosed for filing are the original and a duplicate copy of the Articles of Incorporation of the above-referenced proposed corporation. Also enclosed is a filing fee check in the amount of \$70.00. Please return a filed copy of the Articles to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,

BERGER DAVIS & SINGERMAN


Robin L. Goldston
Paralegal

Encs.

cc: Mr. William McKinney
Nick Jovanovich, Esq.

RECEIVED
99 MAR -2 PM 12:51

FILED
99 MAR -2 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MEMOIR-ABILITY, INC.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Memoir-Ability, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

2401 N.E. 19th Avenue
Wilton Manors, Florida 33305

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Berger Davis & Singerman, 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Nick Jovanovich.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and her successors shall have been duly elected and qualified, or until her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
SHARON HOLMES	2401 N.E. 19 th Avenue Wilton Manors, Florida 33305

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles are as follows:

Name

Address

Nick Jovanovich


Berger Davis & Singerman
100 N.E. 3rd Avenue, Suite 400
Fort Lauderdale, Florida 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
1st day of March, 1999.



NICK JOVANOVIH
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Sworn to and subscribed before me this 1st day of March, 1999, by NICK JOVANOVIH.

(X) Personally known to me; or

() Produced Identification; Type of Identification produced _____.

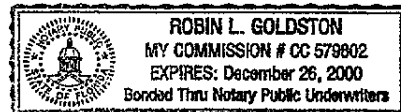
NOTARY PUBLIC:

Sign: 

Print Name: Robin L. Goldston

Commission No.: CC 579802

My Commission Expires: 12/26/00



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of MEMOIR-ABILITY, INC., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of MEMOIR-ABILITY, INC.

Date: March 1, 1999



NICK JOVANOVIH
Initial Registered Agent

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99 MAR -2 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA