

P99000036655

April 16, 1999

Secretary of State  
PO Box 6327  
Division of Corporations  
The Capital  
Tallahassee, FL 32314

RE: Incorporation Documents

600002846056--0  
-04/21/99--01058--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for Memoirs, Inc. Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

My check, # 4168, in the amount of \$78.75 representing the fee for filings is enclosed.

Very truly yours,



FILED  
99 APR 21 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CS  
4-22-99

ARTICLES OF INCORPORATION  
OF  
MEMOIRS, INC.

FILED  
99 APR 21 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon signing of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c)(2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is  
MEMOIRS, INC.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

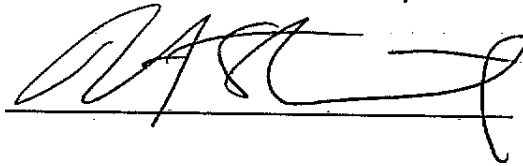
ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 500 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for 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 his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19<sup>th</sup> day of April, 1999.



STATE OF FLORIDA

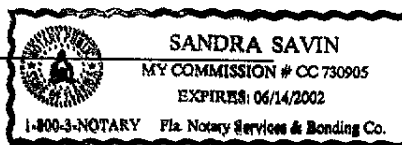
COUNTY OF Broward

Before me, the undersigned authority, personally appeared Robert Skulowaty, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 19, day of April, 1999.

  
NOTARY PUBLIC

My commission Expires: \_\_\_\_\_



ARTICLE VII. Initial Registered Office and Agent.

The street address of the initial registered office of this corporation is 3319 West Empedrado Street, Tampa, Florida 33629 and the name of the initial registered agent of this corporation is Robert Strulowitz. The address of the Corporation and the registered agent's address are the same.

ARTICLE VIII. Initial Board of Directors. The corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Director of this corporation is:

Robert Strulowitz  
3319 West Empedrado Street  
Tampa, FL 33629

ARTICLE IX. Officers. The initial officer of the corporation will be:

Robert Strulowitz - President

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Robert Strulowitz  
3319 West Empedrado Street  
Tampa, FL 33629

ARTICLE XI. By-Laws. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

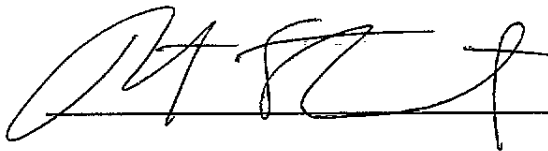
ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

CONSENT TO APPOINTMENT AS REGISTERED AGENT

FILED  
99 APR 21 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TO: Secretary of State  
State of Florida  
Division of Corporations  
Department of State  
Tallahassee, FL 32304

I, Robert Strulowitz, do hereby consent to serve as  
registered agent for the corporation, Memoirs, Inc., this  
19<sup>th</sup> day of April, 1999.



Address of registered agent:

3319 West Empedrado Street  
Tampa, FL 33629

The address of the corporation and the registered agent are the  
same.