



Law Offices

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CY CASORIA
CHARLES A. GOFF

FAX NO.
(954) 564-9634

July 26, 1999

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-07/28/99-01024-013

*****78.75 *****78.75

Secretary of State
Corporate Division
P. O. Box 6327
Tallahassee, FL 32304

Re: Articles of Incorporation: MEMORY LANE PRODUCTIONS, INC.

Gentlemen:

Enclosed herewith please find the original and two copies of the Articles of Incorporation of the above-stated corporation, together with our check in the amount of \$78.75 for the filing fee, designation of Registered Agent and certified copy of Articles.

Please return the certified copy requested above, together with one copy stamped "FILED", and the Certificate of Filing to the undersigned after filing.

I trust you will find this in order. Should you have any questions or comments, please feel free to contact me.

Very truly yours,

S. M. Casoria, III

SMC/ses
Encls.

FILED
99 JUL 28 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 8/3/99

ARTICLES OF INCORPORATION
OF
MEMORY LANE PRODUCTIONS, INC.

THE UNDERSIGNED, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: **MEMORY LANE PRODUCTIONS, INC.**

ARTICLE II - PURPOSE

The general purpose of the business and objects and purposes proposed to be transacted by the Corporation and the powers and privileges to be exercised by it shall include all powers that are given to bodies corporate under the Statutes of the State of Florida, as the same may exist and may be amended from time to time.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue at any time is 100 shares, all of which shall be common shares with no par value.

Each shareholder of the Corporation shall be entitled to full pre-emptive rights to acquire his proportionate part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the Corporation.

ARTICLE IV - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at:

#600, 1040 Bayview Drive
Ft. Lauderdale, FL 33304

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the Corporation's existence, or until his successor shall have been elected and qualified, are as follows:

S. M. CASORIA, III
#600, 1040 Bayview Drive
Ft. Lauderdale, FL 33304

ARTICLE VII - REGISTERED AGENT

The registered agent and the registered office for this Corporation are:

S. M. CASORIA, III
#600, 1040 Bayview Drive
Ft. Lauderdale, FL 33304

ARTICLE VIII - INCORPORATOR

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

S. M. CASORIA, III
#600, 1040 Bayview Drive
Ft. Lauderdale, FL 33304

ARTICLE IX - AMENDMENT

This 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.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

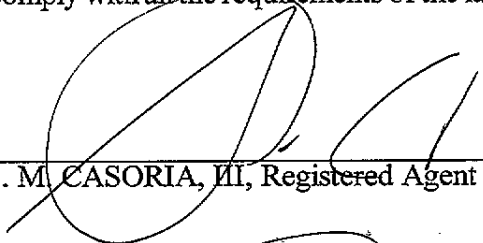
ARTICLE XI - MEETING BY CONFERENCE TELEPHONE

The members of the Board of Directors may participate in special meetings of the Board of

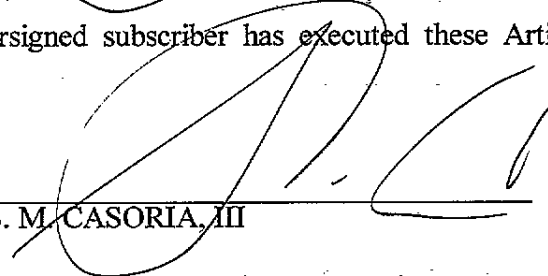
Directors by means of conference telephone, but regular meetings of the Board of Directors must be attended, in fact, in person by each Director.

ARTICLE XII - ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the Corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


S. M. CASORIA, III, Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on July 26, 1999.

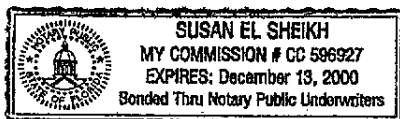

S. M. CASORIA, III

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me on July 26, 1999, by S. M. CASORIA, III, who is personally known to me or who has produced as identification, and who did take an oath.

My Commission Expires:


NOTARY PUBLIC



FILED
99 JUL 28 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA