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FILED

August 31, 1999

99 SEP -1 AM 10: 01

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: Digital Memories, Inc.

Enclosed is an original and one copy of the Articles of Incorporation for the filing fee and certificate in the amount of \$78.75.

From: Nicole J. Monsees
25 Walter Martin Road, Suite 203
Fort Walton Beach, FL 32548

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ARTICLES OF INCORPORATION
FOR
DIGITAL MEMORIES, INC.

The undersigned, acting as an incorporator of a corporation under Chapter 607 of the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation shall be: Digital Memories, Inc..

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The address of principal office of the corporation shall be: 939 Harrelson Street, Fort Walton Beach, FL 32547, and the mailing address of the corporation shall be: 939 Harrelson Street, Fort Walton Beach, FL 32547

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the corporation, at least equivalent to the full value of the stock issue.

ARTICLE IV. REGISTERED AGENT

The name and street address of the initial registered agent shall be:

Nicole J. Monsees, Esquire
25 Walter Martin Road, Suite 203
Fort Walton Beach, FL 32548

ARTICLE V. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE VI. TERM OF EXISTENCE

The term of existence of this corporation is perpetual.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two directors, initially. The names and addresses of the initial directors are:

Chester Brady Lewis Walker
5788 Dunbar Circle
Milton, FL 32583

James D. Monsees
939 Harrelson Street
Fort Walton Beach, FL 32547

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ARTICLE VIII. OFFICERS

• The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Chester Brady Lewis Walker, President
5788 Dunbar Circle
Milton, FL 32583

James D. Monsees, Vice President, Secretary & Treasurer
939 Harrelson Street
Fort Walton Beach, FL 32547

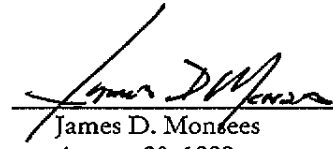
ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement expressing their desire that a certain change be made in these Articles of Incorporation.

ARTICLE X. NAME OF INCORPORATOR

The name and address of the incorporator is:


James D. Monsees,
939 Harrelson Street
Fort Walton Beach, FL 32547


James D. Monsees
August 30, 1999


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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said Sections: that Digital Memories, Inc., desiring to organize under the laws of the State of Florida with its principal office in the County of Okaloosa, State of Florida, has named Nicole J. Monsees, 25 Walter Martin Road, Suite 203, Fort Walton Beach, FL 32547, as its agent to accept service of process within this State.


James D. Monsees, Vice President
August 30, 1999

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


NICOLE J. MONSEES
REGISTERED AGENT
August 30, 1999