

State of Idaho

Department of State

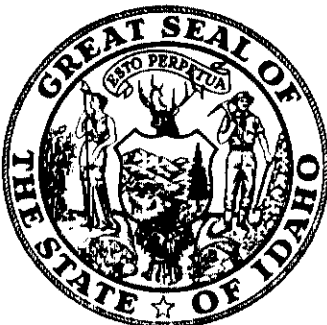
CERTIFICATE OF INCORPORATION OF

MEMORIES, INC.
File number C 112114

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: September 21, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Siebel*

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ARTICLES OF INCORPORATION
OF
MEMORIES, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is; Memories, Inc. (Hereafter called "corporation").

ARTICLE II

PRINCIPAL AND REGISTERED AGENT

The location and principal office of the Corporation is 8 Airport Lane, Carey Idaho 83320 and the post office address is P.O. Box 417, Carey Idaho 83320. The registered agent of the corporation is Carolyn Dilworth.

ARTICLE III

INCORPORATOR

The incorporator and her address is as follows:

CAROLYN DILWORTH Post Office Box 388
Carey, ID 83320

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7/18/95 9:00:00 AM
Customer # 48034
IVC960003045 16384
CORPORATION PROFIT

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ARTICLE IV

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PURPOSE OF CORPORATION

The corporations purpose is to transact retail and wholesale business and all other business not forbidden by law.

ARTICLE V

ISSUING OF STOCK

The aggregate number, class, and par value, of the shares which the corporation shall have authority to issue shall be 10,000,000 shares of common stock at no par value.

There are no preferences, qualification, limitations, restrictions, special or relative rights, including convertible rights.

ARTICLE VI

The corporation will not commence business until at least \$100.00 has been received as consideration for issuance of shares.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall initially be managed by a board of three (3) directors. The number of directors may be changed by amendment of the corporation.

The initial directors of the Corporation and their addresses are as follows:

Kay Kelsey

P.O. Box 291
Carey, ID 83320

Carolyn Dilworth

P.O. Box 388
Carey, ID 83320

Lennea Robertson

P.O. Box 274
Carey, ID 8332

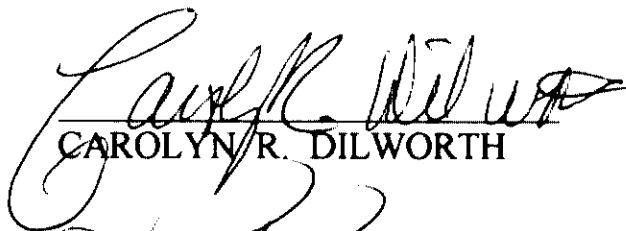
The directors of the corporation are released from personal liability to the corporation or its members to the extent provided in Idaho Code Section 30 - 1-54 (2)

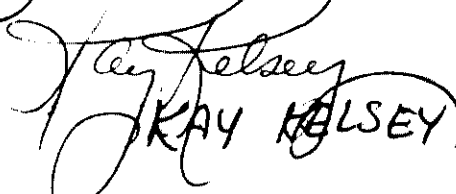
ARTICLE VIII

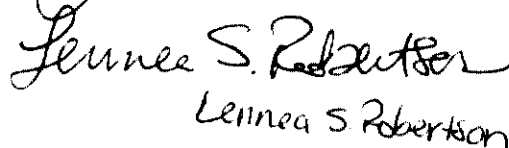
PERIOD OF DURATION

The period of duration is perpetual.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned, constituting the incorporator of this Corporation, has executed these Articles of Incorporation this 14 day of June 1995.


CAROLYN R. DILWORTH


KAY KELSEY


Lennea S Robertson

STATE OF IDAHO)
) ss.
COUNTY OF BLAINE)

On this____ day of June, 1995, before me, the undersigned, a Notary Public in and for said county and state, personally appeared CAROLYN R. DILWORTH, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

WITNESS my hand and official seal.

Notary Public for Idaho
Residing at Hailey