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00 JAN 24 PM 5:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
409 E Gaines Street ,
Tallahassee, FL 32314

700003108847--2
-01/24/00--01125--025
122.50 *78.75

Re: Popnets Inc.

Dear Sirs:

Enclosed is original and one copy of Articles of Incorporation and Certification of Designation Registered Agent/Registered Office for Popnets, Inc.
Also enclosed is a check in the amount of \$122.50 for costs to incorporate.
Please process documents accordingly.

Sincerely,



MA Aitcheson & Assoc.

D. BROWN JAN 28 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
for
Popnets Inc.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be, Popnets Inc.
initial address shall be 4141 NW 5th Street # 104, Plantation Florida 33317.

ARTICLE II

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 III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Per Value Per Share Stock	Class of Stock
100	\$1	Common

Initially there will only be two shareholders

Percival Peck 55 %
15879 NW 4th Street,
Pembroke Pines, FL 33028.

Barry Lee Lewis 45%
10826 NW 56 Ct.
Coral Springs, FL 33076.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be 4141 NW 5th Street Plantation Florida 33317 privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Michael Aitcheson.

ARTICLE VI

This corporation shall have (2)director(s) initially. The name and street address of initial officers who hold office for the first year of the corporation, or until their successors are elected or appointed are as shown above.

Percival Peck (President)
15879 NW 4th Street
Pembroke Pines, FL 33028.

Barry Lee Lewis (Vice President)
10826 NW 56th Ct.
Coral Springs, FL 33076.

ARTICLE VII

The corporation shall have 2 officer(s) initially. The name and street address of the initial officers who shall hold office for the first year of the corporation, or until their successors are elected or appointed are as shown above.

ARTICLE VIII

The name and address of the incorporator is, Barry Lewis 10826 NW 56 Ct
Coral Springs, FL 33076.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may peculiarly or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

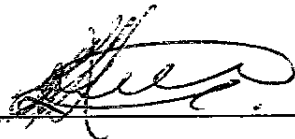
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct.

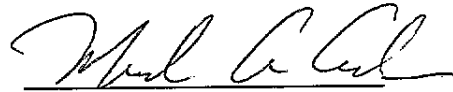


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, that , Popnets Inc. desiring to organize under the laws of the state of Florida, has named Michael Aitcheson its statutory Registered Agent.

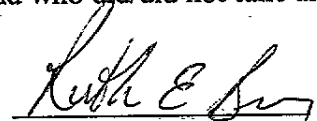
Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325 F.S.



Registered Agent

DATED: This 21ST day of 2000.

The foregoing instrument was acknowledged before me this 21ST day of JAN, 2000 by M. A. AITCHESON who is personally known to me or who has produced FL ID as identification and who did/did not take an oath.


NOTARY PUBLIC

My commission expires:

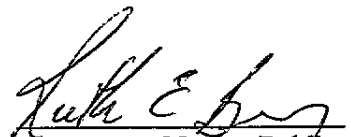


Ruth E Bryan
My Commission CC694023
Expires October 16, 2000

STATE OF FLORIDA)
) SS:
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Barry Lewis to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the state and county aforesaid this 21st day of *Nov*, 00


Notary Public,
State of Florida at Large

My commission expires:



Ruth E. Bryan
My Commission CC594023
Expires October 16, 2000

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

FILED
00 JAN 24 PM 5:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF REGISTERED AGENT
Popnets Inc.**

Pursuant to Florida Statutes Sections 48.091 and 607.501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
registered office as 4141 NW 5th Street, Plantation 33317 indicated in the Articles
Michael Aitcheson its registered agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with the
obligations of that position, I hereby accept to act in this capacity, and agree to comply
with the provisions of Florida Law in keeping open said office.

