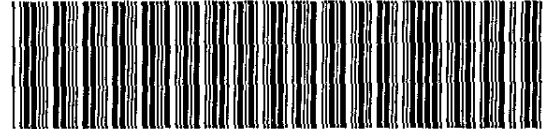


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SECRETARY OF STATE
TALLAHASSEE FLORIDA



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LOREN E. BODEM, CHARTERED

ATTORNEY AT LAW
FIRST NATIONAL CENTER
815 COLORADO AVENUE, SUITE 305
STUART, FLORIDA 34994

LOREN E. BODEM
ADMITTED: FLORIDA, MICHIGAN
AND MINNESOTA BAR

TELEPHONE
(772) 286-4265

FACSIMILE
(772) 286-2698

September 11, 2003

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

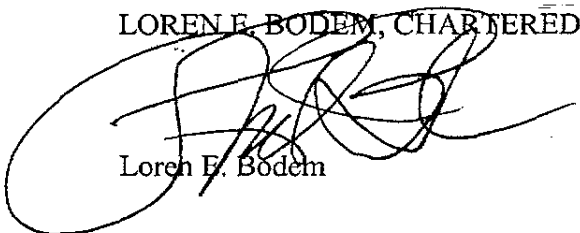
Re: Pop Advisions, Inc.

Dear Madam or Sir:

Enclosed is an original and one copy of Articles of Incorporation and a check in the amount of \$70.00 to cover the cost of filing same.

Very truly yours,

LOREN E. BODEM, CHARTERED



Loren E. Bodem

LEB/kam

Enclosures

**ARTICLES OF INCORPORATION
OF
POP ADVISIONS, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I: NAME OF CORPORATION

The name of this corporation is: POP ADVISIONS, INC.

ARTICLE II: DURATION AND EFFECTIVE DATE

The duration of this corporation is perpetual, unless dissolved according to law. These Articles of Incorporation are effective as of the date of filing with the Secretary of State.

ARTICLE III: PURPOSE OF CORPORATION

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of common stock at one dollar (\$1.00) par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V: AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders' meeting called for that purpose.

ARTICLE VI: SHAREHOLDER RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VII: QUORUM FOR STOCKHOLDER MEETINGS

Unless otherwise provided in the corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of Shareholders.

ARTICLE VIII: INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 815 Colorado Avenue, Suite 305, Stuart, Florida, 34994, and the name of its initial registered agent at that address is LOREN E. BODEM, ESQ.

ARTICLE IX: BOARD OF DIRECTORS

The powers of the corporation shall be exercised by or under the authority of and the business and affairs of the corporation shall be managed under the direction of a Board of Directors which shall have one member initially. The number of Directors may be increased or decreased by the Shareholders from time to time as provided in the Bylaws of the corporation.

ARTICLE X: BOARD OF DIRECTORS NAME AND ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

MITCHELL SITCOV
1043 SW Willow Lane
Palm City, FL 34990

ARTICLE XI: INCORPORATOR

The name, mailing and street address of the incorporator signing these Articles of Incorporation are as follows:

MITCHELL SITCOV
1043 SW Willow Lane
Palm City, FL 34990

ARTICLE XII: PRINCIPAL OFFICE

The principal office of the corporation is located at 1043 SW Willow Lane, Palm City, FL 34990.

ARTICLE XIII: COMMON DIRECTORS AND TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or Officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

ARTICLE XIV: BYLAWS

The Bylaws of the Corporation shall be initially adopted by the Board of Directors and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of the Shareholders at any meeting thereof.

ARTICLE XV: SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and for creating, defining, limiting and regulating the powers of the corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the Directors then in office and irrespective of any personal interest of any of its members, shall have the authority to establish reasonable compensation of all Directors for services to the corporation as Directors, Officers or otherwise.

4. The Board of Directors and the Shareholders of the corporation may act by resolution in accordance with Florida Statutes providing for such action.

ARTICLE XVI: RESTRICTIONS ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the corporation's Bylaws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

ARTICLE XVII: INDEMNIFICATION

The corporation shall indemnify its Officers, Directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation to the fullest extent permitted under Florida law existing now or hereinafter enacted.


MITCHELL SITCOV

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 10th day of September by MITCHELL SITCOV, as Incorporator. He is personally known to me.


Notary Public



Loren E Bodem
My Commission DD015433
Expires April 04 2005

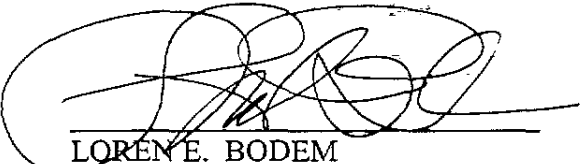
**CERTIFICATE DESIGNATING PLACE OF BUSINESS,
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Sections 48.09(1) and 607.034, Florida Statutes, the following is submitted in compliance thereof:

That POP ADVISIONS, INC. desiring to organize under the laws of the State of Florida, with its initial registered office in Florida being in the County of Martin at 815 Colorado Avenue, Suite 305, Stuart, Florida, 34994, has named LOREN E. BODEM, ESQ., located at that same address, as its initial registered agent to accept service of process within this State.

Acknowledgment

Having been named to accept service of process for the above-stated corporation, at the initial registered office of the corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays and to post therein a sign designating the name of the corporation and of its registered agent.


LOREN E. BODEM

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TALLAHASSEE FLORIDA