

S 22100

R. Montemaro

Requestor's Name

Pop Equities Corporation

1432 Court St

Address

Clearwater, FL 33756-6197

City/State/Zip

Phone #

500002555275-8
06/10/98-01096-001-8
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in
- Pick up time _____
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 JUN 10 AM 9:48
SECRETARY OF STATE
ALLAHASSEE, FLORIDA

Amend + Restated
6-15-98

Examiner's Initials CC

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF PEP EQUITIES CORPORATION

ARTICLE I – NAME AND MAILING ADDRESS

The name of the corporation is PEP Equities Corporation, and the mailing address of the corporation is 1432 Court Street, Clearwater, Florida 33756-6147.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV – CAPITAL STOCK

The corporation shall increase its authorized shares of capital stock to Seventy-Five Million (75,000,000) shares, designated as follows (a) Fifty Million (50,000,000) shares of common stock, par value \$.001 per share, which shall be designated as “Common Stock”, and (b) Twenty-Five Million shares of preferred stock, no par value per share, which shall be designated “preferred stock”, to be issued in such series with such designations, rights, privileges and preferences, dividends, splits, conversions or other issues as shall be determined from time to time by the board of directors of the corporation.

FILED
98 JUN 10 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V – REGISTERED OFFICE AND REGISTERED AGENT

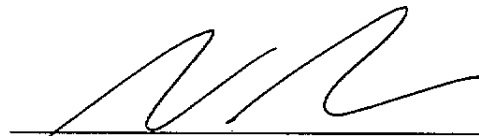
The street address of the registered office of the corporation is 1432 Court Street, Clearwater, Florida 33756-6147, and the name of the registered agent of the corporation at that address is Robert Montemarano.

ARTICLE VI – INDEMNIFICATION

The corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned hereby certifies that the sole director of the corporation adopted these Amended and Restated Articles of Incorporation on the 9th day of June, 1998.

In witness whereof, the undersigned has executed these Amended and Restated Articles of Incorporation of the Corporation as of the 9th day of June, 1998.



Robert Montemarano
President