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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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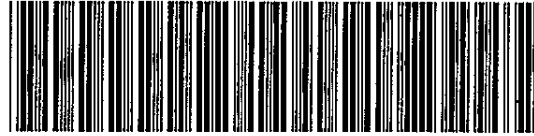
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08/30/04 12:00 PM
08/30/04 12:00 PM

LAW OFFICE
COLIN C. CUSHNIE, P.A.

COLIN C. CUSHNIE, ESQUIRE
CAROLE J. CUSHNIE, ADMINISTRATOR
JULIO E. BETANCOURT, PARALEGAL

1541 S.E. PORT ST. LUCIE BOULEVARD
SUITE F
PORT ST. LUCIE, FLORIDA 34952
(772) 335-9219 • FAX (772) 335-9368

August 24, 2004

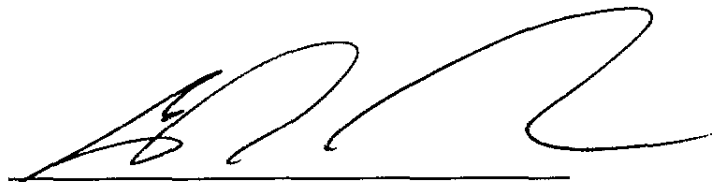
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE : Filing of Articles of Incorporation of Popyacolla Productions Inc.
Our File Number : 04/1779

Dear Filing Clerk:

I am enclosing the Articles of Incorporation of the above referenced entity along with our check in the amount of seventy-eight dollars and seventy-five cents (\$78.75) to cover the filing fee, designation of registered agent and certificate of status. Please mail the certificate to us at our law firm address.

Sincerely,



Colin C. Cushnie, Esquire
CCC/jeb
Enclosure

04/1779
08/24/04

**ARTICLES OF INCORPORATION
OF
POPYACOLLA PRODUCTIONS , INC.**

The undersigned Incorporator of this corporation under the "Florida Business Corporation Act", as amended adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is

POPYACOLLA PRODUCTIONS, INC.

**ARTICLE II
PURPOSE**

This organization is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the "Florida Business Corporation Act."

**ARTICLE III
GENERAL POWERS AND DURATION**

The Corporation shall have perpetual duration and has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including without limitation power:

1. To sue and be sued, complain and defend in its corporate name;
2. To have a corporate seal, which may be altered at will and to use it or a facsimile of it by impressing or affixing it or any other manner reproducing it;
3. To purchase, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
4. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange and otherwise dispose of all or any part of its property;
5. To lend namely to, and to use its credit to assist its officers and employees in accordance with F.S. Section 607.0833;

6. To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interest in, or obligation of any other entity;
7. To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include option to purchase other securities of the corporation) and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and surety ship which are necessary or convenient to the conduct, promotion or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns directly or indirectly a majority of the outstanding stock of the contracting corporation, which contract of guaranty and surety ship shall be deemed necessary or convenient to conduct, promotion, or attainment of the business of the contracting corporation;
8. To lend money, invest and reinvest its funds and receive and hold real and personal property as security for repayment;
9. To conduct business, locate offices, and exercise the powers granted by the Florida Business Corporations Act within or without this State;
10. To make and amend bylaws not inconsistent with these Articles of Incorporation or with the laws of this State for managing the business and regulating the affairs of the corporation;
11. To make and amend bylaws, not inconsistent with these Articles of Incorporation or with the laws of this State, for managing the business and regulating the affairs of the corporation;
12. To make donations for the public welfare or charitable, scientific or educational purposes;
13. To transact any lawful business that will aid government policy;
14. To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

15. To pay pensions and establish pension plans, pension trust, profit sharing plans, share bonus plans, share option plans and benefits or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;
16. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and
17. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other entity.

ARTICLE IV 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 having a par value of one dollar (\$1.00) per share.

ARTICLE V DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be two (2) directors initially. The number of directors may be increased, and after said increase, decreased from time to time by the Bylaws of the shareholders. In no event shall the number of directors be less than one (1).

The names and street addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
PILAR EVANS	2324 SW Altara Street Port St. Lucie, Florida 34953
JOHN MAHR	2324 SW Altara Street Port St. Lucie, Florida 34953

**ARTICLE VI
INCORPORATOR**

The name and address of the person signing the Articles of Incorporation as the incorporator is:

PILAR EVANS

**2324 SW Altara Street
Port St. Lucie, Florida 34953**

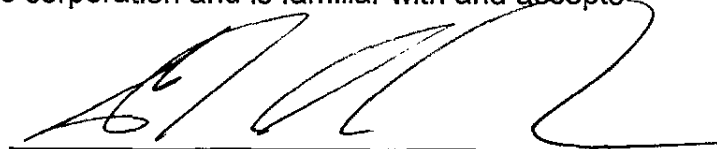
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**ARTICLE VII
DATE CORPORATE EXISTENCE COMMENCES**

The date when the corporate existence of this corporation shall begin shall be upon the filing of these Articles of Incorporation.

**ARTICLE VIII
REGISTERED AGENT**

The undersigned, as an individual who resides in this State, whose business office is identical with the registered office of this corporation, does hereby state that he accepts appointment as Registered Agent for this corporation and is familiar with and accepts the obligations of this position.



**Colin C. Cushnie, Esquire
Registered Agent
1541 SE Port Saint Lucie Blvd., Suite F
Port St. Lucie, Florida 34952**

**ARTICLE IX
BYLAWS**

The power to adopt, alter, amend and to appeal the Bylaws shall be vested in and is hereby reserved to the shareholders. The Bylaws shall be adopted, altered, amended, or repealed as provided therein.

**ARTICLE X
ADDRESS**

The initial mailing address of the principal office of this corporation in the State of Florida is:

2324 SW Altara Street, Port St. Lucie, Florida 34953

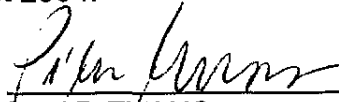
**ARTICLE XI
PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

**ARTICLE XII
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

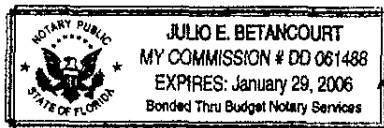
IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 24TH day of August 2004.


PILAR EVANS

06 AUG 2004 11:26

**STATE OF FLORIDA
COUNTY OF SAINT LUCIE**

The foregoing instrument was acknowledged before me this 24TH day of August 2004 by PILAR EVANS, who is personally known to me X or who produced _____ as identification and who did _____ did not X take an oath.




NOTARY PUBLIC
STATE OF FLORIDA