

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L03000022329
FILED 8:00 AM
June 18, 2003
Sec. Of State

Article I

The name of the Limited Liability Company is:
POP GOES AMERICA CAPITAL L.L.C.

Article II

The street address of the principal office of the Limited Liability Company is:
500 BAYVIEW DR.
722
SUNNY ISLES BEACH, FL. 33160

The mailing address of the Limited Liability Company is:
500 BAYVIEW DR.
722
SUNNY ISLES BEACH, FL. 33160

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
DAVID BLACKSTONE
500 BAYVIEW DR.
722
SUNNY ISLES BEACH, FL. 33160

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: DAVID BLACKSTONE

Article V

The effective date for this Limited Liability Company shall be:
06/18/2003

Signature of member or an authorized representative of a member
Signature: DAVID BLACKSTONE