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LAW OFFICES

MORGAN & HENDRICK

317 WHITEHEAD STREET, KEY WEST FL 33040

P.O. Box 1117, Key West FL 33041

TELEPHONE 305.296.5676

FACSIMILE 305.296.4331

W. CURRY HARRIS
(1907-1988)

HILARY U. ALBURY
(1920-1999)

HUGH J. MORGAN
JAMES T. HENDRICK
KAREN K. CABANAS
JEDDE V. REGANTE
ROBERT CINTRON, JR.

FILED
JUN 20 PM 3:34
TALLAHASSEE FL 32399

June 19, 2000

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
6-19-00

Re: Articles of Incorporation
Pop-A-Cherry, Inc.

400003297174--5
-06/20/00--01053--005
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Pop-A-Cherry, Inc. to be filed in the records of the Division of Corporations. Also enclosed please find a check in the amount of \$78.75 for the applicable filing fee.

Finally, I enclose an addressed, stamped envelope for your convenience in returning the receipt for filing to me. Please contact me at (305) 296-5676 if you should have any questions regarding this request. I appreciate your assistance with this matter.

Very Truly Yours,

Hugh J. Morgan

Hugh J. Morgan, Esq.
HJM/jt
enc.

S. Thompson JUN 23 2000

P.O. Box 1117, Key West, FL 33041 \$ TELEPHONE (305) 296-5676 \$ TELECOPIER (305) 296-4331

ARTICLES OF INCORPORATION

of

Pop-A-Cherry, Inc.

EFFECTIVE DATE
6-19-00

FILED
00 JUN 20 PM 3:34
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, being natural persons competent to contract, hereby form this corporation under the laws of the State of Florida.

FIRST: The name of this corporation shall be **Pop-A-Cherry, Inc.**

SECOND: This corporation may engage in any activity or business permitted under the laws of the United States and under the State of Florida, and this corporation is authorized to conduct all such activities and business in the corporate name.

THIRD: The maximum shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of voting common stock, each share having a par value of One Dollar (\$1.00).

FOURTH: The name and address of the undersigned subscriber to these Articles of Incorporation is as follows:

NAME & ADDRESS

HUGH W. MORGAN
404 SOUTH ST.
KEY WEST, FL 33040

FIFTH: This corporation shall have one (1) one director. The initial director shall serve until the shareholders elect successor director or directors, are:

NAME & ADDRESS

HUGH W. MORGAN
404 SOUTH ST.
KEY WEST, FL 33040

SIXTH: The street address of the initial registered office of this corporation is 317 Whitehead Street, Key West, Florida 33040, and the name of its Registered Agent at such address is Hugh J. Morgan, Esq.

SEVENTH: The principal office of the corporation shall be 1225 Duval Street, Key West, FL 33040.

EIGHTH: The duration of the corporation is perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

NINTH: These Articles of Incorporation may be amended in the manner provided by Florida law.

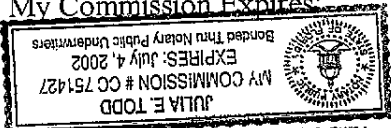
IN WITNESS WHEREOF, the undersigned have hereunto subscribed to these Articles of Incorporation, this 19th day of June, 2000.


HUGH W. MORGAN

STATE OF FLORIDA)
)
COUNTY OF MONROE)

The foregoing instrument was acknowledged before me this 17th day of June, 2000, by Hugh W. Morgan, who is personally known to me OR who produced _____ as identification.

My Commission Expires:



Julia E. Todd
NOTARY PUBLIC - State of Florida

Julia E. Todd
Print Name

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

FILED
00 JUN 20 PM 3:34
TALLAHASSEE, FLORIDA
CLERK OF THE CIRCUIT COURT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That **Pop-A-Cherry, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1225 Duval Street, County of Monroe, State of Florida, has named Hugh J. Morgan , Esq. whose address is 317 Whitehead St., City of Key West, County of Monroe, State of Florida, as its Agent to accept service of process within this State.


DATED: June 19, 2000



HUGH J. MORGAN, ESQ.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I HEREBY ACCEPT to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Hugh J. Morgan, Esq.
Registered Agent