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RITSON & COMPANY, P.A.

Financial Planning * Accounting and Tax Matters

513 Whitehead Street - Rt Front

Key West FL 33040

305/294-7284

Phone or Fax

01 MAY 29 AM 10:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 23, 2001

Division of Corporations

DOMESTIC CHARTER SECTION

409 East Gaines Street

Tallahassee FL 32301

600004325726--4

-05/29/01--01114--012

*****78.75 *****78.75

Re: PRETTY GOOD POPCORN INC
Articles of Incorporation

Greetings:

Enclosed are two originals of the Articles of Incorporation for the above-noted new Corporation for Profit, to be filed at your earliest convenience. A copy of the Corporation Name List down-loaded from your SunBiz.Org site is also enclosed to show current availability of the Corporation's name.

We herewith submit our payment in the amount of \$ 78.75 to cover the Filing Fees. Please return the filed Articles to our offices.

Very truly yours,


Bruce Ritson

cc: Joseph A. Bement

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ARTICLES OF INCORPORATION
of
PRETTY GOOD POPCORN INC

01 MAY 29 AM 10:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate for the purpose of becoming a Corporation under the laws of the State of Florida, and providing for the formation, liability, rights, privileges, and immunities of a Corporation for Profit.

ARTICLE I

The name of the Corporation will be PRETTY GOOD POPCORN INC , and the general nature of the business to be conducted and the objects and purposes to be transacted and carried on is as a Retail and Wholesale purveyor of packaged popcorn products in general commerce as well as Internet sales, and serving the organizational fundraising market, throughout the State of Florida and in every other state jurisdiction, and it will do any and all things hereinafter set forth as fully and to the same extent as a natural person might or could, vis:

1. To engage in every aspect and phase of business permitted under the Laws of the United States of America.
2. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every class, kind, or description; except that it is not to conduct a banking, trust, insurance, surety, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, exposition or state fair.
3. To engage in any commercial or industrial enterprise calculated or designed to be profitable to this Corporation and in conformity with the laws of the United States of America and of the State of Florida; to generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do; to engage in the production , manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description; to set up as agents for the purchase, sale, and the handling of goods, wares, and merchandise of any and all types and kinds, for the accounts of the Corporation or as a factor, Agent, Procurer, or otherwise for or on behalf of another, to own, acts as, or authorize distributors to further these ends.
4. To do all and everything necessary , suitable, and proper for the accomplishment of any of the purposes, or the attainment of any of the objectives, or the furtherance

of any the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts incidental or appurtenant to or growing out of any part or parts thereof , provided the same be not inconsistent with the laws under which this Corporation is organized,

5. To acquire, and pay for, in cash, stocks, or bonds of the corporation ,or otherwise, the goodwill, rights, assets, and property, and to undertake or assume the whole or part of the liabilities of any person, firm, association, or corporation.

6. To borrow or lend money and to negotiate loans and issue Bonds, Debentures, Notes, and other evidences of indebtedness; and to secure the payment or performance of its obligations, by Mortgage, Deed of Trust, Pledge or othwise.

7. To purchase , hold, sell, and transfer the shares of its own Capital Stock so far as may be permitted by the laws of the State of Florida.

8. To have one or more offices within or without the State of Florida; to carry on all or any of its operations and businesses without restriction or limit as to amount; to buy, hold, mortgage, sell, and convey such property as the purposes of the Corporation shall require, where no Special Provision is made therefor by law or otherwise,

9. In general, to carry on any other business in connection with the foregoing, and to have and exercise all of the powers conferred by the State of Florida upon its domestic corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict, in any manner, the powers of this Corporation.

ARTICLE II

The amount of Capital Stock authorized to be issued shall be ONE MILLION [1,000,000] SHARES of Common Stock with *No Par Value*.

ARTICLE III

The amount of Capital with which this Corporation shall begin business is over ONE HUNDRED [\$100] DOLLARS.

ARTICLE IV

This Corporation shall have perpetual existence.

ARTICLE V

The Principal Office of this Corporation shall be located at 712 Caroline Street, Key West , Florida 33040 and the name and address of its Initial Registered Agent shall be Bruce Ritson, of Ritson & Company, P.A. of 513 Whitehead Street, Key West FL 33040 or in any other such part of the State of Florida as the Board of Directors may determine.

ARTICLE VI

The number of members of the Board of Directors of this Corporation shall not be less than One [1] or more than Nine [9].

ARTICLE VII

The names and Post office addresses of the members of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws of the Corporation, the Certificate of Incorporation and the laws of the State of Florida, shall hold office for the first year of this Corporation's existence or until their successors are elected or appointed and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Joseph A> Bement	P.O. Box 1057 Key West FL 33041-1057

ARTICLE VIII

The names and Post Office addresses of the President, Secretary, and Treasurer of the Corporation, who shall hold office for the first year of this Corporation's existence or until their successors are elected or appointed, and have qualified, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Laurene Helen Duclos	135 Westview Terrace Rochester NY 14620	President
Joseph A. Bement	P.O. Box 1057 Key West FL 33041-1057	Secretary- Treasurer

ARTICLE IX

The name and Post Office address of the Sole [1] Subscriber to these Articles of Incorporation and the number of shares of Common Stock of the Corporation which he agrees to take, is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares of Stock</u>
Joseph A. Bement	P.O. Box 1057 Key West FL 33041-1057	1,000,000

ARTICLE X

No Holder of Common Stock in the Corporation shall sell his or her shares to any person without first offering them to the Corporation or to each other individual shareholder of the stock of the Corporation on equal or better terms.

ARTICLE XI

In the event a Stock Certificate is lost, destroyed, or stolen, the legal and beneficial owner shall submit an Affidavit describing the circumstances of such loss, whereupon the Board of Directors, when satisfied that replacement is appropriate, shall issue another Stock Certificate, plainly marked 'Duplicate', such proceeding to be by Resolution of the Board of Directors and spread upon the Minutes of a Regular or Special Meeting of the Board.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Key West, Monroe County, Florida, for the uses and purposes aforesaid, this 23th day of May 2001.

Paula Linton
Witness

Joseph A. Bement
Joseph A. Bement
Subscriber

Witness

Subscriber

There is only [1] Subscriber
to the Stock of this Corporation

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STATEMENT DESIGNATING THE REGISTERED AGENT
AND PLACE OF BUSINESS OF THE REGISTERED AGENT
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Provisions of Section 605.5 et seq, Florida Statutes, the following
is herewith submitted in compliance with said Act:

JOSEPH A. BEMENT


desiring to organize PRETTY GOOD POPCORN INC under the laws of the
State of Florida, with its Principal Offices at 712 Caroline Street , in the City of
Key West , in Monroe County, in the State of Florida, has named:

BRUCE RITSON
513 Whitehead Street
Key West FL 33040
305/294-7284 Phone or Fax

as its Registered Agent, to accept Service of Process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and agreeing to accept Service of Process
for the above-named Corporation at the place designated in this document, I hereby
accept appointment as Registered Agent and agree to act in this capacity. I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties, and I am familiar with and accept these duties as Registered
Agent.



BRUCE RITSON
Registered Agent for
PRETTY GOOD POPCORN INC

May 23, 2001