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FLORIDA PROFIT CORPORATION OR P.A.

POP'S FOOD SERVICE, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
POP'S FOOD SERVICE, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is **POP'S FOOD SERVICE, INC.** with principal office and mailing address located at 13640 NW 19th Ave. Opa Locka, FL 33054

**ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is organized to have outstanding one class of stock. The maximum number of Shares designed as common stock . The maximum number of shares of common stock, which the corporation is authorized to have outstanding, is 100 shares of common stock at \$1.00 per share.

Filed by: PAMELLA B. WATSON, CPA, WATSON & COMPANY, P.A.
20401 NW 2ND AVENUE, SUITE #300 MIAMI, FLORIDA 33169

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Holders of common stocks are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

POP'S FOOD SERVICE, INC. has named **Ordell Hemmings** of 20035 NW 12th Place, Miami, FL 33169 the initial Registered Agent to accept service of process within Florida. The principal place of business of the corporation in the state of Florida is 13640 NW 19th Ave., Opa Locka, FL 33054.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have two directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation. The name and street address of the two initial Directors are:

Ordell Hemmings 20035 NW 12th Place, Miami, FL 33169

Gloria Hemmings 20035 NW 12th Place, Miami, FL 33169

ARTICLE VII

INCORPORATION

The name and address of the incorporator of these articles of Incorporation is **Ordell Hemmings 20035 NW 12th Place, Miami, FL 33169.**

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

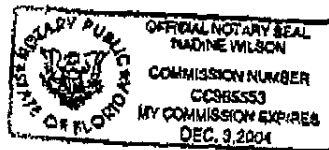
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 3 day of March 2003.


ORDELL HEMMINGS

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared **Ordell Hemmings**, known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he/she acknowledged before me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 3 day of March 2003.



Nadine Wilson
NOTARY PUBLIC
State of Florida at Large

TOTAL P.06

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:
FIRST that POP'S FOOD SERVICE, INC. is desiring to organize or qualify under the laws of the
State of Florida with its principal place of business at 13840 NW 19th Ave., Opa Locka, FL 33054
has named **Ordell Hemmings**, of 20035 NW 12th Place, Miami, FL 33169 as its Registered
Agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper performance of my duties.

Dated this 3rd day of March 2003.

BY: Ordell Hemmings
ORDELL HEMMINGS

Registered Agent

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