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[Signature]

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Poco Y Poco, Inc.

- Art of Inc. File _____
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- Foreign Corp. File _____
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ARTICLES OF INCORPORATION

OF

POCO Y POCO, INC.

FILED
03 MAR 24 AM 10: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is POCO Y POCO, INC. (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION

The Corporation shall exist perpetually, commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL PRINCIPAL OFFICE,
REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of the Corporation is 5399 E. County Highway 30-A, #192, Santa Rosa Beach, FL 32455 and the mailing address is 5399 E. County Highway 30-A, #192, Santa Rosa Beach, FL 32455. The street address of the initial registered office of the Corporation is 5399 E. County Highway 30-A, #192, Santa Rosa Beach, FL 32455 and the initial registered agent of the Corporation at that address is Lana Bridge.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

Lana Bridge
5399 E. County Highway 30-A, #192
Santa Rosa Beach, FL 32455

ARTICLE VIII - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject shall be the act of the shareholders.

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of, the shareholders of this Corporation.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - INCORPORATORS

The name and address of the person signing these Articles is:

Lana Bridge
5399 E. County Highway 30-A, #192
Santa Rosa Beach, FL 32455

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 21st day of March, 2003.


LANA BRIDGE

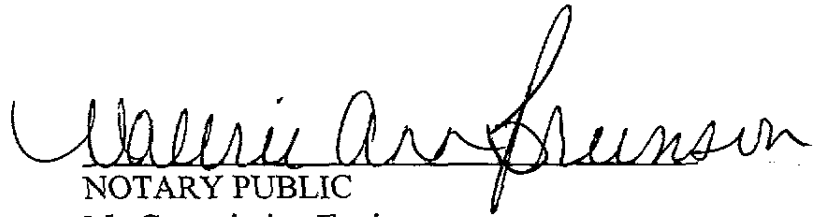
STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared LANA BRIDGE () who is personally known to me or () who has produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 21 day of March, 2003.



Valerie Ann Brunson
My Commission DD039241
Expires July 04, 2005


NOTARY PUBLIC
My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 MAR 24 AM 10:57

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
compliance with said Act:

POCO Y POCO, INC.

("Corporation"), desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 5399 E. County Highway 30-A, #192, Santa Rosa Beach, FL 32455, has named LANA BRDIGE as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated 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.



LANA BRIDGE