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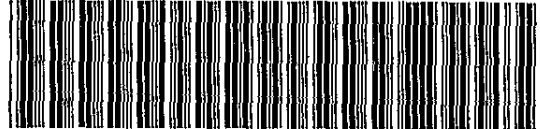
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TALLAHASSEE, FLORIDA
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Oct. 24, 2003

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

SUBJECT: POOR BOYZ ENTERPRISES INC.

PLEASE FIND ENCLOSED ONE COPY OF THE ARTICLES OF INCORPORATION FOR THE ABOVE CORPORATION AND A CHECK IN THE AMOUNT OF \$70.00.

FROM: MARK MORELL
1111 VERSANT DR APT 303
BRANDON, FL 33511
813-655-1597

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TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE ONE - NAME

THE NAME OF THE CORPORATION SHALL BE: POOR BOYZ ENTERPRISES, INC.

ARTICLE TWO - PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS/MAILING ADDRESS OF THIS CORPORATION SHALL BE:
1111 VERSANT DR, APT 303, BRANDON, FL 33511.

ARTICLE THREE - SHARES

THE NUMBER OF SHARES OF STOCK IS 1000 WITH A PAR VALUE OF \$1.00 PER SHARE.

ARTICLE FOUR - INITIAL OFFICERS AND DIRECTORS

THE NAME(S), ADDRESS(ES), AND TITLE(S): MARK MORELL, PRESIDENT, JESSE MORELL, VICE-PRESIDENT, AND MICHAEL PALESE, SECRETARY, ALL RESIDE AT 1111 VERSANT DR, APT 303, BRANDON, FL 33511.

ARTICLE FIVE - REGISTERED AGENT

THE NAME AND FLORIDA STREET ADDRESS OF THE REGISTERED AGENT IS: MARK MORELL, 1111 VERSANT DR, APT 303, BRANDON, FL 33511.

ARTICLE SIX - INCORPORATORS

THE NAME(S) AND ADDRESS(ES) OF THE INCORPORATOR(S) IS (ARE): MARK MORELL, 1111 VERSANT DR, APT 303, BRANDON, FL 33511.

.....
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Mark Morell
Signature/Registered Agent

10/30/03 Date

Mark Morell
Signature/Incorporator

10/30/03 Date