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FEBRUARY 18, 1995

FILED
95 FEB 21 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Enclosed herewith please find a check in the amount of \$122.50,
representing fees for filing a profit corporation, to wit:

CALIFORNIA POPPY, INC, INC.

Please send the completed documents of incorporation to:

KEITH F. BRUMM, Registered Agent
5700 LAKE WORTH ROAD, SUITE 209-2
LAKE WORTH, FLORIDA 33463

Sincerely yours,

Keith F. Brumm

Keith F. Brumm

kfb:ebb

CORP.1A

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+++122.50 +++122.50

ARTICLES OF INCORPORATION
OF
CALIFORNIA POPPY, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is CALIFORNIA POPPY, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) Shares of \$1.00 par value common stock.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of this corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law. The names of the initial officers and directors of this corporation are: HILLARY A. NICHOLSON 1609 16TH WAY, WEST PALM BEACH, FLORIDA, and HAVERLY ROBERTSON 208 SPARROW DRIVE APT. # 4, ROYAL PALM BEACH, FLORIDA.

ARTICLE VI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

ARTICLE VII - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of this corporation is Keith F. Brumm, 5700 Lake Worth Road, Suite 209-2, Lake Worth, Florida 33463.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - CORPORATE ADDRESS

The initial address in the State of the principal office of the corporation shall be:

1609 16TH WAY, WEST PALM BEACH, FLORIDA.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.


ARTICLE XI - SUB-CHAPTER S CORPORATION

This corporation has elected to be treated as a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII - INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are: HILLARY A. NICHOLSON 1609 16TH WAY WEST PALM PALM BEACH, FLORIDA 33407.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of February 1995.


HILLARY A. NICHOLSON


HAVERLY ROBERTSON

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements, in the State and County aforesaid, personally appeared HILLARY A. NICHOLSON and HAVERLY ROBERTSON, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation and acknowledged before me that they executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 15th day of February 1995.


Notary Public, State of
Florida at Large

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

FILED
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SECRET
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office/registered agent, in the State of Florida.

1. The name of the Corporation is: CALIFORNIA POPPY, INC.
2. The name and address of the registered agent and office is:
KEITH F. BRUMM, 5700 LAKE WORTH ROAD, SUITE 209-2, LAKE
WORTH, FLORIDA 33463.

SIGNATURE *William A. Nichols*
(Corporate officer)

TITLE: PRESIDENT

DATE FEBRUARY 15 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE *Keith F. Brumm*
(Registered Agent)

DATE 2/15/1995