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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: FAB-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

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V.I.F.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: POPI ENTERPRISES, INC.

FAX AUDIT NUMBER: H96000005654

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/22/1996

TIME REQUESTED: 15:41:09

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER: 071001002335

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4/23/96

FLORIDA DIVISION OF CORPORATIONS

10:16 AM

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TALLAHASSEE, FLORIDA

W96-8755
NA.

9/25/96
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APR 23 PM 11:27

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ARTICLES OF INCORPORATION

OF

V.I.F. ENTERPRISES, INC.

FILED
95 APR 25 PM 9:03
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: V.I.F. ENTERPRISES, INC.

The principal place of business of this corporation shall be: 6526 Kendale Lakes Dr. #1410
Miami, Fl 33183

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 150 Shares at \$1.00 Par Value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President: Mercedes Lopez 6526 Kendale Lakes Dr. #1410
Miami, Fl 33183

V/President: Edward A. Lopez 6526 Kendale Lakes Dr. #1410
Miami, Fl 33183

Prepared by: Edward A. Lopez
6526 Kendale Lakes Dr. #1410
Miami, Fl 33183
(305) 388-9540

ARTICLE VI INCORPORATOR(S)

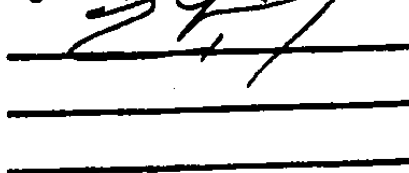
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Edward A. Lopez
Mercedes Lopez

6526 Kendale Lakes Dr. #1410
Miami, Fl 33183

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these
Articles of Incorporation this 22nd day of April, 1996

Signature(s) of Incorporator(s)



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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 the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: V.I.F. ENTERPRISES, INC.

2. The name and address of the registered agent and office is:

Edward A. Lopez 6526 Kendale Lakes Dr. #1410
(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33183

(CITY/STATE/ZIP)

SIGNATURE

(corporate officer)

TITLE

DATE

04/22/96

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

DATE

04/22/96

REGISTERED AGENT FILING FEE: