

7960000061622

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OF COUNSEL

CHARLES M. NISEN

\*ALSO ADMITTED IN FLORIDA

\*\*ADMITTED IN FLORIDA ONLY

July 17, 1996

Secretary of State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

500001900995  
-07/23/96--01010--002  
\*\*\*122.50 \*\*\*122.50

Re: Pop Spots International, Inc.

Dear Sir or Madam:

Enclosed in connection with the above company are Articles of Incorporation, duly executed in duplicate. Also enclosed is our check in the amount of \$122.50 in payment of applicable filing fees. Please return the Certificate of Incorporation to the undersigned.

Very truly yours,

*Bill Walker*

William A. Walker

WAW:tao  
Enclosures

cc: Mr. Jack DeVito

AL JUL 23 1996

FILED  
96 JUL 22 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA**  
**ARTICLES OF INCORPORATION**  
**OF**  
**POP SPOTS INTERNATIONAL, INC.**

**FILED**  
96 JUL 22 AM 0:12  
CLERK  
STATE OF FLORIDA

**FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: POP SPOTS INTERNATIONAL, INC.**

**SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 8593 NW 19th DRIVE, CORAL SPRINGS, FLORIDA 33071**

**THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 10,000 SHARES OF NO PAR VALUE COMMON STOCK.**

**FOURTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE: NONE**

**FIFTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE: NONE**

**SIXTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 8593 NW 19th DRIVE, CORAL SPRINGS, FLORIDA 33071, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS JAMES COFFEY.**

**SEVENTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS TWO (2) AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:**

JAMES COFFEY  
8593 NW 19th DRIVE  
CORAL SPRINGS, FL 33071

AND

JACK DEVITO  
650 1ST AVENUE  
DES PLAINES, IL 60016.

FILED  
96 JUL 22 AM 8:12  
CLERK OF DISTRICT COURT  
NINTH JUDICIAL CIRCUIT  
FLORIDA

EIGHTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:  
WILLIAM A. WALKER, NISEN & ELLIOTT, 200 W. ADAMS STREET, SUITE 2500,  
CHICAGO, ILLINOIS 60606

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF  
INCORPORATION.

THIS 30 DAY OF JUNE, 1996.

William A. Walker  
WILLIAM A. WALKER/INCORPORATOR

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED  
IN SECTION IN SECTION 607.0501 (3) F.S.: JAMES COFFEY IS  
FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS  
PROVIDED FOR IN SECTION 607.0505.

DATED: 06/30, 1996.

BY: James P. Coffey  
JAMES COFFEY