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*Quarles & Brady*

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Direct Dial Number: (407) 653-5124

January 31, 1997

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32314

700002080347--7  
-02/06/97--01073--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: YPOP, Inc.

Dear Sir:

Enclosed are is one original and one copy of the Articles of Incorporation and Registered Agent forms for the above-referenced corporation.

The original is to be filed in your office and the copy is to be certified and returned to this office. Also enclosed our firm check in the amount of \$122.50.

Receiving, filing and indexing  
Articles of Incorporation

\$ 35.00

Certified copy of Articles of  
Incorporation

\$ 52.50

Registered Agent Fee

\$ 35.00

TOTAL

\$122.50

Please give me a call me if there is any reason why these requests cannot be met promptly. Thank you for your attention to this matter.

Very truly yours,

QUARLES & BRADY

*Susan A. Bober*  
Susan A. Bober  
Legal Assistant

Enclosures

QBWPB11106455.

FEB 14 1997

BSB

FILED  
JAN 31 AM 10:58  
TALLAHASSEE, FLORIDA  
DIVISION OF STATE

ARTICLES OF INCORPORATION  
OF  
YPOP, INC.

FILED  
97 JAN 31 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I  
Name

The name of the corporation is YPOP, Inc.

ARTICLE II  
Principal Office and Mailing Address

The address of the principal office of the corporation is 6600 West Rogers Circle, Suite 13, Boca Raton, Florida 33487.

ARTICLE III  
Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV  
Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V  
Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

**ARTICLE VI**  
**Right to Purchase Own Shares**

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

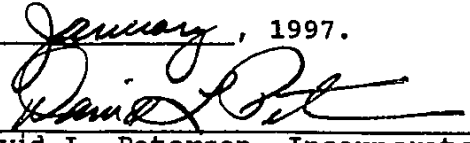
**ARTICLE VII**  
**Registered Office and Agent**

The address of the initial registered office of the corporation is 6600 West Rogers Circle, Suite 13, Boca Raton, Florida 33487, and the name of its initial registered agent at such address is Alvin Schiffman.

**ARTICLE VIII**  
**Incorporator**

The name and address of the incorporator is David L. Petersen, 222 Lakeview Avenue, Fourth Floor, West Palm Beach, Florida 33402.

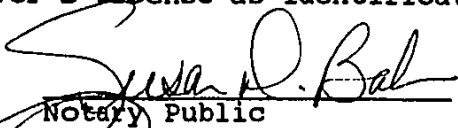
Executed this 31 day of January, 1997.

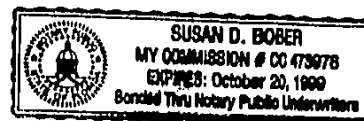
  
\_\_\_\_\_  
David L. Petersen, Incorporator

STATE OF FLORIDA    )  
                              ) SS  
PALM BEACH COUNTY    )

Personally appeared before me this 31<sup>st</sup> day of January, 1997, the above-named David L. Petersen. He is personally known to me or has produced a driver's license as identification and did take an oath.

(NOTARY SEAL)


  
\_\_\_\_\_  
Notary Public  
My Commission Expires:




CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND  
REGISTERED OFFICE FOR SERVICE OF PROCESS.

In compliance with Section 48.091, Florida Statutes, the  
following is submitted:

1. That YPOP, Inc., desiring to organize under the laws of  
the State of Florida, has named Alvin Schiffman located at 6600  
West Rogers Circle, Suite 13, Boca Raton, Florida 33487, as its  
agent to accept service of process within Florida.

  
David L. Petersen, Incorporator  
Dated: Jan 31, 1997

2. That, having been named to accept service of process  
for the above-stated corporation, at the place designated in this  
Certificate. The undersigned hereby agrees to act in this  
capacity and agrees to comply with the provisions of Chapter  
48.091, F.S., relative to keeping open said office.

  
Alvin Schiffman  
Dated: January 31, 1997

FILED  
97 JAN 31 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA