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BAUR, MILLER & WEBNER, P.A.
ATTORNEYS AT LAW

THOMAS BAUR, J.D. MCL JCB
ADMITTED IN FLORIDA AND IN THE
FEDERAL REPUBLIC OF GERMANY

REBECCA M. MILLER, J.D.

DALE F. WEBNER, J.D.

FREDERICK WOODBRIDGE, JR., J.D.
LIC. EN DERECHO (MADRID, SPAIN)

CHRISTOPHER J. KLEIN, J.D.

KARIN L. HUGET, J.D.

ALEXANDER REUS, J.D. (GERMANY), J.D. LL.M.
ADMITTED IN FLORIDA, NEW YORK, AND THE
DISTRICT OF COLUMBIA

April 11, 1997 14 PM 3:21

OF COUNSEL

PROF. WILLIAM H. NEWELL, J.D.

JEFFREY A. BERNSTEIN, J.D.

DAVID S. BERGER, J.D.

J. ALEXANDER BÜRGER, J.D. (GERMANY)
ADMITTED IN THE FEDERAL REPUBLIC OF
GERMANY ONLY

21ST FLOOR NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33132-2300

TELEPHONE: (305) 377-3561

FACSIMILE: (305) 371-4380

tbaur@shadow.net

fredw@netrunner.net

73312 2334@compuserve.com

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

Re: POPWARRIOR, INC.
Our File No. 2424.002

400002141954--0
-04/14/97--01052--017
*****122.50 *****122.50

Dear Sirs:

Enclosed herewith please find an original and one copy of the Articles of Incorporation and Acceptance by the Registered Agent relative to the above cited company together with our check in the amount of \$122.50 corresponding to what we understand to be the filing fee and the return of a certified copy. Please arrange for such filing as soon as possible, thereafter returning the enclosed copy to us evidencing the date of incorporation.

Should you have any questions relative to the foregoing, please let us know.

Sincerely yours,

Alexander Reus
Alexander Reus

AR/hb
encl.

OK
4/15/97

ARTICLES OF INCORPORATION
OF
POPWARRIOR, INC.

FILED
97 APR 14 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

POPWARRIOR, INC.

ARTICLE II. PLACE OF BUSINESS

The principal place of business of this corporation shall be:

c/o BAUR, MILLER & WEBNER, P.A.
21st FLOOR NEW WORLD TOWER
100 N. BISCAYNE BLVD.
MIAMI, FL 33132-2306

ARTICLE III. NATURE OF BUSINESS

This corporation may engage or transact in 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 IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock having ONE DOLLAR (\$1) par value per share.

ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be:

c/o BAUR, MILLER & WEBNER, P.A.
21st FLOOR NEW WORLD TOWER
100 N. BISCAYNE BLVD.
MIAMI, FL 33132-2306

The name of the initial registered agent of the corporation at that address is: ALEXANDER REUS, ESQ.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

This corporation shall have ONE (1) director, initially. The name and street address of the initial member of the Board of Directors is:


HANNES ROSSACHER
c/o BAUR, MILLER & WEBNER, P.A.
21st FLOOR NEW WORLD TOWER
100 N. BISCAYNE BLVD.
MIAMI, FL 33132-2306

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

ALEXANDER REUS
c/o BAUR, MILLER & WEBNER, P.A.
21st FLOOR NEW WORLD TOWER
100 N. BISCAYNE BLVD.
MIAMI, FL 33132-2306

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.



ALEXANDER REUS
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, on this 10th day of April, 1997, personally appeared ALEXANDER REUS, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Mel E. Bullington
Notary Public

My commission expires:



FILED

97 APR 14 PM 3:21

POPWARRIOR, INC.

RECORDS SECTION
TALLAHASSEE, FLORIDA

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, ALEXANDER REUS, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes.

DATED this 10th day of April, 1997.



Alexander Reus