

Charter Number Only

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-07/02/97--01036-007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Requestor's Name: Richard D. Greene  
Address: 2455 E. Sunrise Blvd #905  
City: Ft. Lauderdale, FL 33304  
State: FL ZIP: 33304 Phone: (954) 564-6616

REGISTRATION ONLY

CORPORATION(S) NAME

Popi Stores U.S.A., Inc.



Empire Toll Free: 1-800-432-3028

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUL -2 PM 12:19

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- Profit
- NonProfit
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- Dissolution
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- Reservation
- Change of Registered Agent
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- After 4:30
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- Will Wait
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CR2E031 (R8-85)

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97 JUL -2 AM 10:11  
DIVISION OF CORPORATION

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
POPI STORES U.S.A., INC.**

**THE UNDERSIGNED**, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**WITNESSETH:**

**ARTICLES I  
NAME AND ADDRESS**

The name and address of the principal office and/or mailing address of the Corporation is as follows:

**POPI Stores U.S.A., Inc.  
100 Garden City Plaza, 2nd Floor  
Garden City, New York 11530**

**ARTICLE II  
DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III  
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLES IV  
CAPITAL STOCK**

This Corporation is authorized to issue 10,000,000 shares of \$.0001 par value common stock.

Prepared by:  
Richard P. Greene, P.A.  
Richard P. Greene, Esquire  
2455 East Sunrise Boulevard, Suite 905  
Fort Lauderdale, Florida 33304  
(305) 564-6616  
Florida Bar Number: 504378

**ARTICLE V**  
**QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 2455 East Sunrise Boulevard, Suite 905, Fort Lauderdale, Florida 33304 and the name of the initial registered agent of this Corporation at such address is Richard P. Greene, P.A.

**ARTICLES VII**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

Jerry Lo  
1427 Bellevue Avenue  
West Vancouver, B.C.  
Canada V7V 4S1

Mel Levine  
9015 Waukeegan Road  
Morton Grove, Illinois 60053

**ARTICLE VIII**  
**INCORPORATORS**

The name and address of the Corporation's incorporator is:

Richard P. Greene  
2455 East Sunrise Boulevard, Suite 905  
Fort Lauderdale, Florida 33304

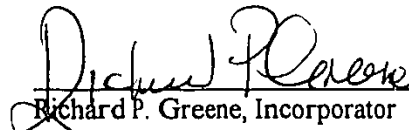
**ARTICLE IX  
INDEMNIFICATION**

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

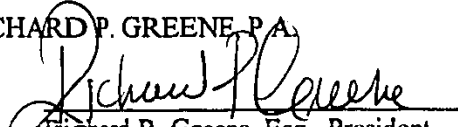
**ARTICLE X  
LIMITATION ON SHAREHOLDER SUITS**

Shareholders shall not have a cause of action against the Company's officers, directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

IN WITNESS WHEREOF, we have subscribed our names this 21 day of June, 1997.

  
Richard P. Greene, Incorporator  
2455 East Sunrise Boulevard, Suite 905  
Ft. Lauderdale, Florida 33304

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

RICHARD P. GREENE, P.A.  
By:   
Richard P. Greene, Esq., President

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