

P97000074797

Robert Holcomb

12 S E 10th Avenue, Fort Lauderdale, Florida 33301
954-524-8252

August 23, 1997

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

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-08/27/97--01098--007
*****70.00 *****70.00

Dear Madam/Sir:

Enclosed please find the Articles of Incorporation, a registered agents form and a money order for \$70.00 seventy dollars for World Pop Entertainment Corporation, Inc.

If there are any questions regarding this application, please call or forward any correspondence to the address on this letterhead.

Thank you.

Best regards,



Robert Holcomb
General Manager
World Pop Entertainment Corporation Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
WORLD POP ENTERTAINMENT CORPORATION, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **WORLD POP ENTERTAINMENT CORPORATION, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 135 Ocean Drive, Suite 508, Miami Beach, Florida 33139.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (10,000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Robert Holcomb, 12 SE 10th Avenue, #2, Fort Lauderdale, Florida 33301.

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ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Delmar Brown, 135 Ocean Drive, Suite 508, Miami Beach, Florida 33139.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the Corporation is Delmar Brown, 135 Ocean Drive, Suite 508, Miami Beach, florida 33139, and Robert Holcomb 12 SE 10th Avenue, #2, Fort Lauderdale, Florida 33301.

The undersigned has executed these Articles of Incorporation this 16th day of August, 1997.

A handwritten signature in cursive script that reads "Delmar Brown". The signature is written in dark ink and is positioned above a horizontal line.

Delmar Brown
Incorporator

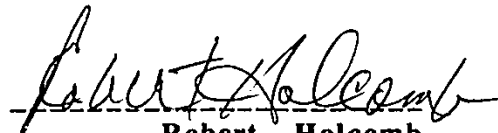
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is **WORLD POP ENTERTAINMENT CORPORATION, INC.**

2. The name and address of the registered agent and office is Robert Holcomb, 12 SE 10th Avenue, #2, Fort Lauderdale, Florida 33301.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.



Robert Holcomb

Date: august 16, 1997

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