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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: POP U.S.A. BEVERAGE DISTRIBUTORS, INC.

AUDIT NUMBER.....H97000014647

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
POP U.S.A. BEVERAGE DISTRIBUTERS, INC.

The undersigned subscriber(s) of these Articles of Incorporation, each natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is:

POP U.S.A. BEVERAGE DISTRIBUTERS, INC.

ARTICLE II

NATURE OF BUSINESS

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The general nature of the business and the objects and purposes are all lawful purposes not prohibited by the law of the United States or the State of Florida.

And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And, further, to borrow or raise money for any purpose of the company, and to secure the same at such rates of interest as the Corporation may determine, or for other purposes, to mortgage all or any part of the property corporeal or incorporeal, rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

Prepared by:
Ronald C. Denis, Esq. (Fla. Bar No. 102326)
1835 West Flagler Street, Suite 201
Miami, Florida 33135
(305) 644-0184 - (305) 541-1886 fax

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ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

Ten Thousand (10,000) shares at One Dollar (\$1.00) par value.

ARTICLE IV

The amount of stated capital with which this corporation will begin business is not less than:

FIVE HUNDRED (\$500.00) DOLLARS

ARTICLE V.
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI.
ADDRESS

The initial post office address of the principal office of this corporation on the State of Florida is: 15065 SW 109 STREET
MIAMI, FLORIDA 33196

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

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ARTICLE VII.
DIRECTOR(S)

The number of Directors maybe increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The name and post office address of the member of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Corporation law of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/their successors are elected and have qualified, are:

GABRIEL MARTINEZ
(PRESIDENT)

ARTICLE IX
SUBSCRIBERS

The name(s) and post office address(es) of each subscriber of these Articles of Incorporation:

<u>NAME</u>	<u>ADDRESS</u>
GABRIEL MARTINEZ	15065 SW 109 STREET MIAMI, FLORIDA 33196

ARTICLE X
AMENDMENT

These Articles of Incorporation maybe amended in the manner provided by law. Every Amendment shall be approved by the Board of Director(s), proposed by them to the Stockholders, and approved at a Shareholder's meeting by majority of the shares entitled to vote hereon.

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ARTICLE XI
DESIGNATION OF REGISTERED RESIDENT AGENT

That, RONALD C. DENIS, ESQUIRE, 1835 West Flagler Street, Suite 201, Miami, Florida, 33135, Dade County, is hereby named registered resident agent for this corporation to be its agent and to accept service of process within the State of Florida at this registered office.

ARTICLE XII
PRE-EMPTIVE RIGHTS

Any Shareholder desiring to sell his/her shares in the corporation, shall first offer those shares by way of a written offer to sell to the corporation upon the same terms and conditions as the shares are being offered to other entities or individuals. The corporation shall exercise its right of first refusal within thirty (30) days of receipt of a written offer to sell. Thereafter, the selling Shareholder shall be free to sell the shares to any entity or individual upon the same terms and conditions as were offered to the Corporation.

WE, THE UNDERSIGNED, being the only original subscribers hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 29 day of August, 1997.



GABRIEL MARTINEZ

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ACKNOWLEDGEMENT

Having been named to accept service of process for POP U.S.A. BEVERAGE DISTRIBUTERS, INC. designated in this Article, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



RONALD C. DENIS, ESQ.
Registered Resident Agent

STATE OF FLORIDA)

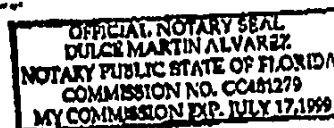
COUNTY OF DADE) :SS

I HEREBY CERTIFY, that on this day before me, a Notary Public, duly authorized to administer oaths and take acknowledgements, personally appeared: GABRIEL MARTINEZ, who produced the following Identification Florida driver license or is personally known to be the person(s) described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS, our hand and seal in the County and State named above, this 29 day of August, 1997.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

MY COMMISSION EXPIRES:



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