

P97000079994

HARRIS, BARRETT, MANN & DEW

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1715 NORTH WESTSHORE BOULEVARD
SUITE 750
TAMPA, FLORIDA 33607-3926
TELEPHONE (813) 287-0550
FAX (813) 289-5331

PLEASE REPLY TO.

150 SECOND AVENUE NORTH, SUITE 1500
ST. PETERSBURG, FLORIDA 33731-1441
TELEPHONE (813) 892-3100
FAX (813) 898-0227

SUITE 1, 1101 PASADENA AVENUE SOUTH
SOUTH PASADENA, FLORIDA 33707-2894
TELEPHONE (813) 892-3131
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765 CORTARO DRIVE
SUN CITY CENTER, FLORIDA 33573
TELEPHONE (813) 633-3396
FAX (813) 633-3397

Tampa Office
September 12, 1997

Corporate Records
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

600002292616--D
-09/15/97--01039--014
****122.50 ****122.50

RE: Pophil Enterprises, Incorporated

Dear Sir/Ms.:

Enclosed please find Articles of Incorporation for the above referenced corporation as well as our client's check in the amount of \$122.50 to cover filing fees.

Please file, record and return certified copies of said Articles to us at your earliest convenience.

Very truly yours,

HARRIS, BARRETT, MANN & DEW

John A. Grant, Jr.

JAG:aw

Enclosures

SEP 16

BSB

FILED
97 SEP 15 AM 10:12
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
POPHIL ENTERPRISES, INCORPORATED

FILED

97 SEP 15 AM 10:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is **POPHIL ENTERPRISES, INCORPORATED**

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws
of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to
have outstanding at any time is 1000 shares of common stock of Five Dollars per share
par value.

ARTICLE IV

DURATION

This corporation is to exist perpetually, and its existence is to commence on the
date of execution of these Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of the corporation shall be located at 5302 Marlwood Court, Tampa, Hillsborough County, Florida 33624.

The name and street address of the initial registered agent of the corporation in the State of Florida is: Phil Williamson, 5302 Marlwood Court, Tampa, Florida 33624. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) or more directors as provided by the By-Laws.

This corporation shall have two (2) directors, as follows:

NAME	ADDRESS
Richard E. Pope	5302 Marlwood Court Tampa, Florida 33624
Phil Williamson	5302 Marlwood Court Tampa, Florida 33624

ARTICLE VII

INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME	ADDRESS
Richard E. Pope	5302 Marlwood Court Tampa, Florida 33624
Phil Williamson	5302 Marlwood Court Tampa, Florida 33624

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof to the fullest extent permitted by law.

ARTICLE IX

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

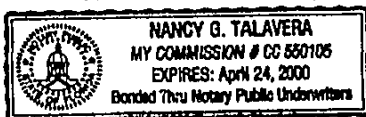
IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as
Incorporators, by Richard E. Pope and Phil Williamson.

Dated this 21ST day of Aug, 1997.

*Charles T. Lapoth Jr My Commission Expires
3705 Calhoun Dr March 21ST 2000
Winston Salem NC 27107*

DATED THIS 21ST DAY OF AUGUST, 1997.

NOTARY FOR PHIL WILLIAMSON.



Richard E. Pope
RICHARD E. POPE

Phil Williamson
PHIL WILLIAMSON

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21ST day of August
1997, by Richard E. Pope and Phil Williamson, who are personally known to me or who
have produced Florida Driver Licenses as identification, and who did take an oath.

DATED THIS 21ST DAY OF AUGUST, 1997--
The foregoing instrument was acknowledged
before me this 21st day of August, 1997
by Phil Williamson, who are personally
known to me or who have produced
Florida Driver License as identification,
and who did not take an oath.

Nancy G. Talavera
Nancy G. Talavera
Printed Name:
Notary Public
My Commission Expires:
Serial Number:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

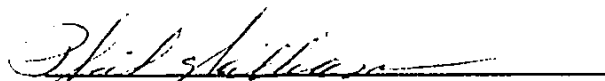
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That POPHIL ENTERPRISES, INCORPORATED, desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named PHIL WILLIAMSON, located at 5302 Marlwood Court, Tampa, Florida 33624, as its agent to accept service of process within this state.


PHIL WILLIAMSON

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Phil Williamson
Registered Agent

FILED
97 SEP 15 AM 10:12
TALLAHASSEE, FLORIDA
SECRETARY OF STATE