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June 2, 1998

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

Re: Lockpoppers, Inc.

Ladies and Gentlemen:

Please find enclosed the following in connection with the above referenced matter:

- 1. Original Articles of Incorporation
- 2. One photocopy for return mailing
- 3. Check in the amount of \$131.25
- 4. Self addressed stamped envelope

Please fill this new corporation and forward a certified copy along with a certificate of good standing.

Should you have any questions or comments, please do not hesitate to contact me.

Sincerely,

David F. Pleasanton

DFP/ls

Enclosures

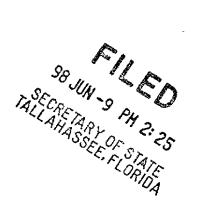
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ARTICLES OF INCORPORATION

 \mathbf{OF}

Lockpoppers, Inc.



ARTICLE I

NAME

The name of the corporation shall be Lockpoppers, Inc.

ARTICLE II

GENERAL NATURE OF BUSINESS

The 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 the corporation is authorized to have outstanding at any one time is 1,000 SHARES with a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than One Thousand Dollars (\$1,000.00).

ARTICLE V

CORPORATION EXISTENCE

The corporation shall have perpetual existence, which existence shall commence on the day on which these Articles are subscribed and acknowledged, unless the Articles are not filed with the Department of State within five (5) days thereafter, in which case such existence shall commence upon filing.

ARTICLE VI

PRINCIPAL OFFICE

The principal office and place of business of this corporation shall be located at 21 N. Military

Trail, West Palm Beach, FL 33415 with the privilege of establishing offices and places of business

at other places in the State of Florida or the United States of America or abroad.

ARTICLE VII

DIRECTORS AND OFFICERS

The first Board of Directors of the corporation shall consist of one (1) member as follows:

Adam Mouton - 21 N. Military Trail, West Palm Beach, FL 33415

The initial officers of the corporation who shall serve from the commencement of the corporation's existence until their successors are elected and qualified, shall be as follows:

Adam Mouton - President - 21 N. Military Trail, West Palm Beach, FL 33415

Directors need not be residents of the State of Florida or stockholders of the corporation.

The number of directors may be increased by bylaw adopted by the shareholders, but may not be diminished to a number less than one (1).

ARTICLE VIII

SUBSCRIBERS

The name and street address of the initial subscribers to the capital stock of the corporation, are as follows:

Adam Mouton - 500 shares - 21 N. Military Trail, West Palm Beach, FL 33415

Paulette Mouton - 500 shares - 11418 68th Street North, West Palm Beach, FL 33412

ARTICLE IX

PREEMPTIVE RIGHTS

The shareholders shall have the preemptive right to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE X

INCORPORATORS

The name and address of the person signing these Articles as incorporator is: Adam Mouton, 21 N. Military Trail, West Palm Beach, FL 33415.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of the corporation, initially, shall be Paulette Mouton, whose address is: 11418 68th Street North, West Palm Beach, FL 33412.

IN WITNESS WHEREOF, the above-named incorporator has hereunto set his hand and seal this ______ day of ______, 1998.

Adam Mouton, President

Adam Mouton, President

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Adam Mouton, President

STATE OF FLORIDA COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Adam Mouton, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and that she acknowledged to and before me that she executed the same for the purposes therein mentioned.

WITNESS my hand and official seal this 8 day of May, 1998

Notary Public, State of Florida at Large

My commission expires:

LISA SORENSEN
MY COMMISSION # CC 484460
EXPIRES: July 27, 1999
Bonded Thru Notary Public Underwriters

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the designation herein as registered agent.

Dated: 5-8-98

Paulette Mouton