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TRANSMITTAL LETTER

July 30, 1998

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-08/03/98-01109-012
*****70.00 *****70.00

SUBJECT: POCKET PEOPLE, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for seventy dollars (\$70.00) covering the filing fees for the articles of incorporation and the designation of and acceptance by the registered agent.

FROM:



Scott L. Lampert, Esq
1701 West Hillsboro Blvd.
Suite 302
Deerfield Beach, FL 33442
(954) 571-9920

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QW 8-6-98

**ARTICLES OF INCORPORATION
OF
POCKET PEOPLE, 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

The name of the corporation shall be Pocket People, Inc..

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

1407 N.E. 56th Street, #110
Ft. Lauderdale, Florida 33334

ARTICLE III

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common, and shall have a par value of \$0.01 per share.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

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ARTICLE VI

The corporation elects to have preemptive rights.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation.

ARTICLE XI

The initial registered agent of the corporation is Karen E. Harvey. The street address of the corporation's initial registered office is:

205 Lake Pointe Drive, #108
Oaklank Park, Florida 33309

ARTICLE XII

The name and address of the incorporator to these Articles of Incorporation is Karen E. Harvey, 205 Lake Pointe Drive, #108, Oaklank Park, Florida 33309.

The undersigned incorporator has executed these Articles of Incorporation this 30 day of JULY, 1998.

Karen E. Harvey
Karen E. Harvey, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is Pocket People, Inc..

The name and address of the registered agent and office is:

Karen E. Harvey
205 Lake Pointe Drive, #108
Oaklank Park, Florida 33309

Karen E. Harvey
Karen E. Harvey, Incorporator

7/30/98
Date

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TALLAHASSEE, FLORIDA

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 TO AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Karen E. Harvey
Karen E. Harvey, Registered Agent

Date: JULY 30, 1998