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W. DANIEL KEARNEY, ATTORNEY AT LAW

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USA

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September 18, 1998

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*****70.00 *****70.00

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: POPT'S, INC. - ARTICLES OF INCORPORATION

Gentlemen:

I am enclosing the Articles of Corporation of the above-named for filing, along with my trust account check #8671 in the amount of \$70.00.

Thank you for your cooperation in this matter.

Very truly yours,


W. DANIEL KEARNEY

WDK:sd
Enclosures
a-0007\secstate.9-18

Dan Kearney GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article II
DATE 9/24
LOC. EXAM BB

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 PM 12:50

B. BROCK SEP 24 1998

ARTICLES OF INCORPORATION
OF
POPI'S, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 PM 12:50

The undersigned, Acting as incorporator of the corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this Corporation is:

POPI'S, INC.

ARTICLE II

The purpose for which this Corporation is initially organized is for establishing and operating a restaurant business and for the transaction of any and all lawful businesses for which a corporation may be incorporated under the laws of the State of Florida.

ARTICLE III

The Corporation shall have the authority to issue 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share. There shall be only one class of shares.

ARTICLE IV

The initial street address of the registered office of the Corporation in the State of Florida shall be 815 8th Avenue West, Palmetto, FL 34221, and the initial registered agent at such address shall be KALLIOPI E. AMERES.

ARTICLE V

The Corporation shall have two (2) Directors . The number of directors may be either increased or diminished from time to time by By-Laws, but shall never be less than the minimum number required by law. Directors need not be shareholders or residents of the State of Florida.

ARTICLE VI

The name and address of the principal place of business is:

POPI'S, INC.	815 8 th Avenue West Palmetto, FL 34221
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ARTICLE VII

The name and address of the incorporator is:

KALLIOPI E. AMERES	815 8 th Avenue West Palmetto, FL 34221
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ARTICLE VIII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

By-Laws adopted by the Board of Directors or by the Shareholders may be repealed or changed, except that any By-Law adopted by the Shareholders shall not be altered, amended, or repealed by the Board of Directors, such power being reserved by the Shareholders.

ARTICLE IX

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation on this 17 day of Sept, 1998.


KALLIOPE E. AMERES

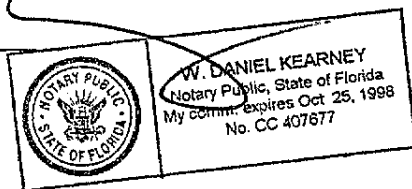
STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 17 day of Sept,
1998, by KALLIOPE E. AMERES, who is the same person described in and subscribing the above
Articles of Incorporation, and she acknowledged before me, according to law, that she executed the
above Articles as her own free act and deed for the purposes and uses herein set forth and expressed.

SWORN TO AND SUBSCRIBED before me this 17 day of Sept, 1998.

NOTARY PUBLIC:

Sign: 



State of Florida at Large (seal)
My Commission Expires:

Personally known to me OR PRODUCED identification ✓

Type of identification Produced _____

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

First---That POPP'S, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in Palmetto, County of Manatee, State of Florida, has named KALLIOPI E. AMERES at 815 8th Avenue West, Palmetto, FL 34221, as its agent to accept service of process within said state.


SUBSCRIBER
KALLIOPI E. AMERES

ACCEPTANCE:

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.


RESIDENT AGENT
KALLIOPI E. AMERES