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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BUSINESS WORLD TRANSACTIONS, INC.
104512000707

ACCT#:

CONTACT: GEORGE G PICARDIE

PHONE: (305) 867-8448

FAX #:

(305) 867-8200

NAME: POP GOES AMERICA INC.

AUDIT NUMBER.....H98000019844

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

CERT. OF STATUS..0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be: POP GOES AMERICA INC.

ARTICLE II

PRINCIPAL OFFICE

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

2820 LUCERNE AVE.
MIAMI BEACH, FL. 33140

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "COMMON SHARES."

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

DAVID BLACKSTONE
2820 LUCERNE AVE.
MIAMI BEACH, FL. 33140

Prepared By: DAVID BLACKSTONE
2820 LUCERNE AVE.
MIAMI BEACH, FL. 33140
305 6725026

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**ARTICLE V
INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

DAVID BLACKSTONE
2820 LUCERNE AVE.
MIAMI BEACH, FL. 33140

DIRECTOR
& PRESIDENT

PETER KOLARIC
2820 LUCERNE AVE.
MIAMI BEACH, FL. 33140

DIRECTOR
& SECRETARY

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

26th day of OCTOBER, 1998.



Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES. THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: POP GOES AMERICA INC.

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

DAVID BLACKSTONE
2820 LUCERNE AVE.
MIAMI BEACH, FL. 33140

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 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 obligations of my position as registered agent.

(SIGNATURE)

(DATE)

10/26/98

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TALLAHASSEE, FLORIDA

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