

P99000023770

ADAM ROSENBAUM
P.O. Box 3290
Santa Monica, California 90408
(310) 260-1973

March 9, 1999

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation for The Poppies, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 10 PM 3:59

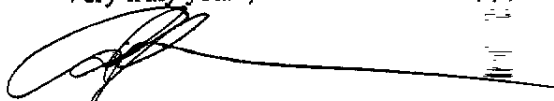
Dear Sir or Madam:

Enclosed please find an original and two copies of the Articles of Incorporation for the above-referenced entity. I have also enclosed a check made payable to the Florida Department of State in the amount of \$78.75 to cover filing fees and a certified copy.

I would very much appreciate the return of the certified copy by Federal Express, and have enclosed a prepaid and self-addressed Federal Express label and envelope for that purpose.

Please do not hesitate to contact the undersigned should you have any questions. Thank you for your anticipated courtesy.

Very truly yours,



Adam Rosenbaum, Incorporator

000002801250--8
-03/10/99--01083--019
*****78.75 *****78.75

**ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 10 PM 3:59

THE POPPIES, INC.

The undersigned incorporator, for the purposes 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:

THE POPPIES, INC.

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

**2295 South Ocean Blvd., #503
Palm Beach, Florida 33480**

ARTICLE III: The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred Thousand (100,000)

ARTICLE IV: The name and Florida street address of the initial registered agent are:

**Max Rosenbaum
2295 South Ocean Blvd., #503
Palm Beach, Florida 33480**

ARTICLE V: The name and address of the incorporator to these Articles of Incorporation are:

**Adam Rosenbaum
P.O. Box 3290
Santa Monica, California 90408**


ADAM ROSENBAUM, Incorporator

March 9, 1999

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.


MAX ROSENBAUM, Registered Agent

March 9, 1999