

UNITED FINANCIAL BUSINESS SERVICES, INC.

620 Cranes Way, Suite #207
Altamonte Springs, FL 32701

RONALD LAURIA, MBA, CTP
C.E.O.

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P99000025612

February 10, 1999

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

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-03/15/99--01143--016
*****78.75 *****78.75

SUBJECT: POTPOURRI INTERNATIONAL, INC.

Enclosed please find an original and one (1) copy of the incorporation for the above corporation and a check in the amount of \$78.75 .

Also enclosed is Application for Registration of Fictitious Name to be owned by POTPOURRI INTERNATIONAL, INC with a check for \$50.00. After assigning the proper corporation Identification number please forward onto the proper department for handling.

Thank you very much.

From: Ronald G. Lauria
United Financial Business Services
Att: Ronald G. Lauria
620 Cranes Way # 207
Altamonte Springs, FL 32701
(407) 331-0576

FILED
99 MAR 15 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 22 1999

ARTICLES OF INCORPORATION
FOR
POTPOURRI INTERNATIONAL, INC.

ARTICLE I NAME

The name of the corp. shall be: POTPOURRI INTERNATIONAL, INC.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the Articles with the Department of State.

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may be amended.

ARTICLE IV INITIAL OFFICE

The principal place of business & mailing address shall be:

4655 BAY CREST DRIVE
TAMPA, FL 33615

ARTICLE V CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

ANDRE PASCAL RUSSONIELLO
4655 BAY CREST DRIVE
TAMPA, FL 33615

ARTICLE VII PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
POTPOURRI INTERNATIONAL, INC.
(Continued)

ARTICLE VIII INITIAL BOARD OF DIRECTORS & INCORPORATOR

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one director. The name and address of the initial Director and the incorporator signing these papers is:

PRESIDENT/DIRECTOR

ANDRE PASCAL RUSSONIELLO
4655 BAY CREST DRIVE
TAMPA, FL 33615

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the stockholders is subject to this reservation.

ARTICLE XI SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officer to accomplish compliance.

The undersigned have executed the Articles of Incorporation this 10TH day of February 1999.



Signature/Title

President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 607.0501, 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: POTPOURRI INTERNATIONAL, INC.

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

ANDRE PASCAL RUSSONIELLO
4655 BAY CREST DRIVE
TAMPA, FL 33615

SIGNATURE: _____

TITLE: _____ PRESIDENT

DATE: _____ 2/10/99

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99 MAR 15 AM 8:22
STATE
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 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.

SIGNATURE: _____

DATE: _____ 2/10/99