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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 18 PM 2:14

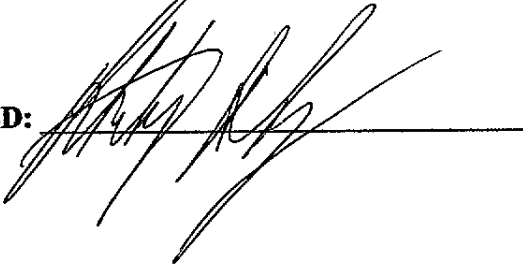
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300002810463--3
-03/18/99--01055--013
*****78.75 *****78.75

SUBJECT: POPCO, Inc.

I enclose an original and 1 copy of the Articles of Incorporation for the above corporation and a check in the amount of \$78.75.

SIGNED:



Date: March 16, 1999

From:

Philip A. Popovici
407 Grenada Avenue
Naples, FL 34113

(941) 389-4824

D. BROWN MAR 24 1999

**ARTICLES OF INCORPORATION
OF
POPCO, Inc.**

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ARTICLE I NAME

The name of the corporation shall be **POPCO, Inc.**

ARTICLE II PRINCIPAL OFFICE

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

**407 Grenada Avenue
Naples, FL 34113**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have
outstanding at any one time is: **5000**

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

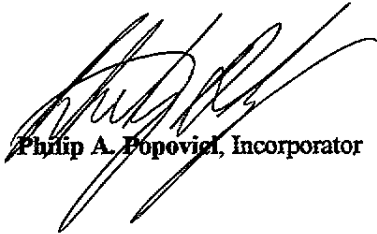
**Philip A. Popovici
407 Grenada Avenue
Naples, FL 34113**

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

**Philip A. Popovici
407 Grenada Avenue
Naples, FL 34113**

The undersigned has executed these Articles of Incorporation this 16 day of March 1999.


Philip A. Popovici, Incorporator

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions 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:

POPCO, Inc.

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

**Philip A. Popovici
407 Grenada Avenue
Naples, FL 34113**

X:



President

Date: March 16, 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.

X:



Date: March 16, 1999