



THE UNITED STATES
CORPORATION
COMPANY

P99000055762

ACCOUNT NO. : 072100000032

REFERENCE : 279864 7184659

AUTHORIZATION :

Patricia Pujato

COST LIMIT : \$ 70

FILED
JUN 18 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 18, 1999

ORDER TIME : 3:30 PM

ORDER NO. : 279864-005

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CUSTOMER NO: 7184659

CUSTOMER: Ms. Melissa R. Allen
PROENZA ROBERTS & HURST, P.A.
PROENZA ROBERTS & HURST, P.A.
Grove Plaza, Ste 700
2900 Middle Street
Miami, FL 33133

DOMESTIC FILING

NAME: WEST PALM POP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

PA 6/21/99 ✓

RECEIVED
JUN 18 PM 3:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF WEST PALM POP, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be:

WEST PALM POP, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

1342 Colonial Boulevard, Suite 17
Ft. Myers, Florida 33901

ARTICLE III

NATURE OF CORPORATE BUSINESS

The corporation may engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way. The duration of the Corporation is perpetual.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Ten Million (10,000,000) shares of common stock. Such shares shall be of a single class, and shall have a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The Corporation's initial registered agent and registered office in the State of Florida shall be:

NAME

Dana M. Gallup

ADDRESS

Proenza, Roberts & Hurst, P.A.
Grove Plaza, Suite 700
2900 Middle Street
Miami, Florida 33133
Phone: (305) 442-1700
FAX: (305) 442-2559

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the stockholders. However, the Corporation shall have no less than one (1) Director at any time.

<u>NAME</u>	<u>ADDRESS</u>
George Papapostolou	4851 Tahiti Lane, Naples, FL 34112
Dana M. Gallup	Grove Plaza, Suite 700, 2900 Middle Street, Miami, FL 33133
John D. Harris	26235 Hickory Boulevard, Penthouse C, Bonita Springs, FL 34134

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation or until a successor is elected.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dana M. Gallup	Proenza, Roberts & Hurst, P.A. Grove Plaza, Suite 700 2900 Middle Street Miami, Florida 33133 Phone: (305) 442-1700 FAX: (305) 442-2559

ARTICLE VIII
AMENDMENT

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

ARTICLE IX
COMMENCEMENT DATE

Corporate existence will commence upon the issuance of the Certificate of Incorporation.

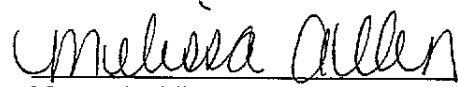
THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


DANA M. GALLUP

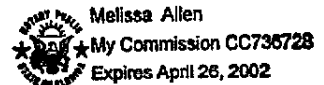
STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME, personally appeared DANA M. GALLUP, to me well known to be the person described in and who executed the foregoing Articles of Incorporation acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 15th day of June, 1999.


Notary Public, State of Florida
Print Name: _____

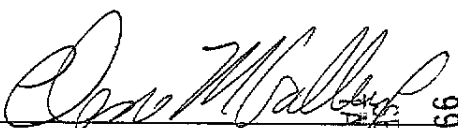
My Commission expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of West Palm POP, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 15th day of June, 1999.


DANA M. GALLUP
Registered Agent

This document was prepared by:
Dana M. Gallup, Esq.
Proenza, Roberts & Hurst, P.A.
Grove Plaza, Suite 700
2900 Middle Street
Miami, Florida 33133
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