10:45

Division of Corporations 11/5/99 4754 orida Department of State

> Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number

: (850)922-4001

From:

Account Name : ACE INDUSTRIES, INC.

Account Number: 070744001530 Phone

: (305)358-2571

Fax Number

: (305)358-7832

FLORIDA PROFIT CORPORATION OR P.A.

POP HOTEL, INC.

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\$78.75

H99-28150

ARTICLES OF INCORPORATION

Article 1: Name of Corporation: POP HOTEL, INC.

Address of Corporation: 14 EAST WASHINGTON STREET, SUITE 310

ORLANDO, FLORIDA 32801

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 10,000 , with a par value of OMIT (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: KATHY DREGNE

REGISTERED OFFICE: 14 EAST WASHINGTON STREET, SUITE 310

ORLANDO, FLORIDA 32801

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

11 / 05 / 99 Date Kathy XIII

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).

First listed is President, second is Vice President, then Secretary/Treasurer.

1 CECIL MCKINNEY, 14 EAST WASHINGTON STREET, SUITE 310, ORLANDO, FLORIDA 32801

2. JAMES H. GENTRY, JR., 14 EAST WASHINGTON STREET, SUITE 310, ORLANDO, FLORIDA 32801

3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

KATHY DREGNE

14 EAST WASHINGTON STREET, SUITE 310

ORLANDO, FLORIDA 32801

In witness whereof, I have subscribed my name:

FLORIDA

Kathy Wilghe Signature of Incorporation

H99-28150

Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571