

TRANSMITTAL LETTER

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

SUBJECT: Scrup-IT-UP, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Luis Mir
Name (Printed or typed)

10431 S.W. 88 ST. SUITE D-405
Address

MIAMI, FL 33176
City, State & Zip

305 273 7922
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

CERTIFICATE OF INCORPORATION

OF

SERVE-IT-UP, INC.

FILED
03 JUN 30 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation; and to that end we do, by this certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation") is: **SERVE-IT-UP, INC.**

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

- a) All purposes allowable under the several statutes of the State of Florida, and for the purpose of transacting any or all lawful business.
- b) To subscribe for, invest in, purchase or otherwise acquire, to own, hold,, sell, exchange, pledge or otherwise dispose of, securities of every nature and kind, including, without limitation, all types of stocks, bonds, debentures, or obligations or evidences of indebtedness or ownership or participation issued or created by any and all associations, trusts or corporations, public or private, whether created, established or organized under the laws of the United States, any of the States, or any territory or district or colony or possession thereof, or under the laws of any foreign country, and also foreign and domestic government and municipal obligations, bank acceptances, commercial paper and secured call loans; to pay for the same in cash or property or by the issue of stock, bonds or notes of this Corporation or otherwise. And while owning or holding any such securities, to exercise all the rights, power and privileges of a stockholder or owner, including the right to transfer and convey the said stock or other securities to one or more persons, firms, associations or corporations subject to voting trusts or other agreements placing in such persons voting or other powers in respect of said stocks or other securities; to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this Corporation.
- c) To purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, design, code, exchange,

improve and otherwise deal in personal or network computer related sales and services and all other kinds of personal or network computer products and services of whatsoever nature, whether real, personal or mixed, or any interests of rights therein without limits as to amounts; to act as broker, agent or consultant for the purchase, sale, leasing and management of personal or network computer equipment, products or services, and the negotiating of loans thereon; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

- d) To carry on the business of a personal or network computer products, equipment and services company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; to enter into or engage in any such business, trade or enterprise.
- e) To make and carry out contracts for developing, designing, improving and remodeling personal or network computer equipment, hardware, software, products, customized applications, source code, programs, of every kind and nature whatsoever; to build, design or repair personal or network computer equipment, hardware, software, programs and customized applications and in connection therewith, to use any appliance or appliances, testing and diagnostic equipment of whatsoever nature for the purpose of so doing, to carry on in any and all of its respective branches and the business of general personal or network computers products and services of whatsoever nature; to won and operate personal or network computers, printers, monitors, scanning devices, pointing devices, modems; to buy, sell, manufacture, trade and deal in personal or network computer equipment of all kinds and of material and supplies whatsoever; to make all manner of personal or network computer improvements; to engage in the consulting regarding the purchase, sale lease of computer products; to consult in the development of customized programs, software and applications.
- f) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a personal or network computer sales and consulting agency, and to do all things necessary in connection with the operation of a sales and consulting agency; as well as to engage in other similar and allied businesses incidental to a sale and consulting agency, which said agency will operate both within and without the continental limits of the United States of America.

To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in personal or network computer supplies and equipment incidental to the personal or network computer business.

- h) To own, buy, sell, lease, exchange or otherwise deal in personal or network computer products and services; to sell and convey the same; to negotiate, purchase, hold and sell equipment, stocks, bonds and other securities; to invest money in personal or network computer related products and services for itself or for other parties; to design, furnish, equip, develop and remodel personal or network computer equipment, programs, applications and to carry on the general personal or network computer products and services business; to have all the powers conferred upon such corporation to carry on any business in

connection with and incident to the foregoing under the laws of the State of Florida or any other State.

- i) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a copartnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this Corporation shall be divided into Two Hundred (200) shares of stock of the par value of One Dollar (\$1.00) per share, all of one class, namely, Common Stock, and having an aggregate par value of Two Hundred Dollars (\$200). All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose; property, labor or services may be purchased or paid for with capital stock, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this Corporation shall begin business shall be no less than One Hundred Dollars (\$100).

ARTICLE V

The principal place of business of the Corporation shall be at 10431 SW 88 Street Suite D-405 Miami, FL 33176 with the privilege of having branch offices within and without the State of Florida.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The names and post office addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, shall be:

LUIS MIR

10431 SW 88 Street Suite D-405

Miami, FLORIDA 33176

PRESIDENT

ARTICLE VIII

The name and post office of address of the President, shall be Luis Mir 10431 SW 88 Street Suite D-405 Miami, FL 33176

The names and post office of addresses of the Secretary, and Treasurer shall be one and the same, LUIS MIR, 10431 SW 88 Street Suite D-405 Miami, FL 33176.

ARTICLE IX

The number of directors of the Corporation shall be (1) one.

ARTICLE X

The names and post office addresses of each subscriber and the number of shares of stock are one and the same, LUIS MIR, 10431 SW 88 Street Suite D-405 Miami, FL 33176 at 200 shares.

ARTICLE XI

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of the outstanding common shares.

ARTICLE XII

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS shall be vested in the shareholders.

ARTICLE XIII

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

ARTICLE XIV

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XV

This corporation shall be incorporated so as to qualify for the provision of Section 1244 of the Internal Revenue Code and may elect to operate as a Subchapter "S" Corporation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: SERVE-IT-UP, INC.

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI. STATE OF FLORIDA, HAS NAMED LUIS MIR LOCATED AT 10431 SW 88 Street Suite D-405, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE _____

(CORPORATE OFFICER)

TITLE _____

DATE _____

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE _____

(REGISTERED AGENT)

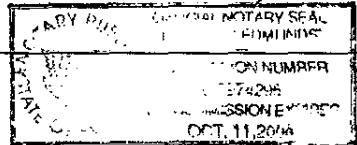
DATE _____

03 JUN 30 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

IN WITNESS WHEREOF, I have hereunto set my hand and seal, and acknowledge to be filed in the office of the Secretary of State the foregoing Certificate of Incorporation, this 24th day of June, 2003.

Deborah Edmunds



(SEAL)

COUNTY OF *Palm Beach*

SS:

STATE OF FLORIDA)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared and severally acknowledged signing the foregoing Certificate of Corporation for the purpose therein expressed.

WITNESS my hand and official seal at the State of *Florida*
County of *Palm Beach*
State of Florida, this *25* day of *June*, 2003.

Deborah Edmunds

NOTARY PUBLIC,

State of Florida

My Commission Expires:

