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SECRETARY OF STATE
DIVISION OF CORPORATIONS

NOV 22 2002

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A PROFESSIONAL ASSOCIATION

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November 18, 2002

VIA REGULAR MAIL

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Student Power Up, Inc., a Florida not-for-profit corporation (the "Company")

Dear Ed:

Enclosed herewith please find the Articles Of Incorporation for the Company. Please file said Articles immediately upon receipt.

In addition to the aforementioned, enclosed please find our firm's check no. 11975 in the amount of SEVENTY EIGHT DOLLARS AND SEVENTY FIVE CENTS (\$78.75), made payable directly to the Secretary of State as payment of the following fees: (1) Filing fee (\$35.00); (2) Registered agent designation fee (\$35.00); and (3) Certified copy fee (\$8.75). Please return the certified copy to our offices.

Thank you in advance for your assistance. Should you have any questions, please do not hesitate in contacting our office.

Sincerely,



Albert J. Lazo

AJL/el

Encls.

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**ARTICLES OF INCORPORATION
OF
STUDENT POWER UP, INC.**

THE UNDERSIGNED, acting as incorporator of a not-for-profit corporation, pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of the corporation is Student Power Up, Inc.

ARTICLE II

ADDRESS

The mailing address and principal office of the corporation is located at 5520 Banyan Drive, Coral Gables, Florida 33156.

ARTICLE III

PURPOSE(S)

The general purpose for which the Corporation is formed is to operate exclusively for such educational, cultural and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws. The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

The specific purpose of the Corporation is to provide refurbished or new computer hardware to underprivileged students of the Miami-Dade community, through the solicitation of new and used hardware from individuals and businesses within the community.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be set forth in the By-laws of the corporation.

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ARTICLE V

INITIAL DIRECTORS

The names and street addresses of the initial directors are as follows:

David A. Arnold
5520 Banyan Drive
Coral Gables, FL 33156

Maurice Habif
685 Allendale Road
Key Biscayne, FL 33149

Barbara F. Arnold
5520 Banyan Drive
Coral Gables, FL 33156

ARTICLE VI

POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented.

ARTICLE VII

DISSOLUTION

Upon dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation or corporation which is organized exclusively for charitable purposes and which has secured a tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE VIII

MEMBERS

The Corporation will have members. The bylaws of the Corporation contain provisions relating to the qualification for membership, the rights of members, and other such matters.

ARTICLE IX

INCORPORATOR

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

Albert J. Lazo, Esq.
Richards & Polansky, P.A.
2665 South Bayshore Drive
Suite 703
Miami, Florida 33133

ARTICLE X

INITIAL REGISTERED AGENT AND STREET ADDRESS

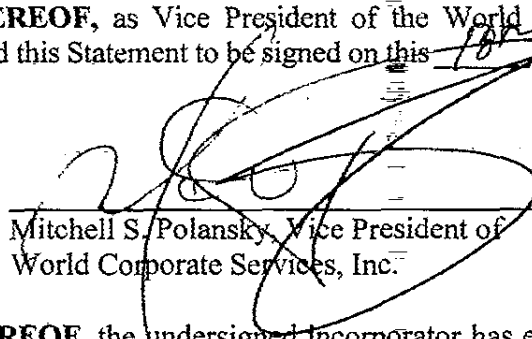
The name and the street address of the initial registered agent is:

World Corporate Services, Inc.
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IX of such Articles.

IN WITNESS WHEREOF, as Vice President of the World Corporate Services, Inc., registered agent, I have caused this Statement to be signed on this 18th day of November 2002.



Mitchell S. Polansky, Vice President of
World Corporate Services, Inc.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18 day of November 2002.

Signature of Incorporator:



Albert J. Lazo, Incorporator