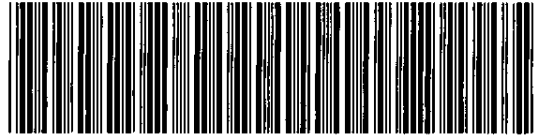


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06/09/08--01060--014 **70.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Wb 8 - 28165

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JUL 22 2008

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Up BEAT INC
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

JANET DAVIDSON
(Name of Person)

Up BEAT INC
(Firm/Company)

10773 NW 58th Street Suite 278
(Address)

Doral, FL 33178
(City/State and Zip code)

For further information concerning this matter, please call:

JANET DAVIDSON at (305) 321-1125
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 10, 2008

JANET DAVIDSON
10773 NW 58TH STREET STE 278
DORAL, FL 33178

SUBJECT: UP BEAT INCORPORATED
Ref. Number: W08000028165

We have received your document for UP BEAT INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II

Letter Number: 008A00035623

DIVISION OF CORPORATIONS

08 JUL 21 AM 8:00

RECEIVED

JUL 21 2008

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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2008 JUL 21 PM 5:56
STATE ARCHIVE OF FLORIDA
TALLAHASSEE, FLORIDA

1. Up Beat, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE 3. 42-1726665
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2-23-2007 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 1st 2008
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 10773 NW 58th Street, Suite 278, Doral FL 33178
(Principal office address)

10773 NW 58th Street, Suite 278, Doral FL 33178
(Current mailing address)

8. RENTAL OF COMMERCIAL REAL ESTATE
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: JANET DAVIDSON

Office Address: 10773 NW 58th Street, Suite 278
Doral, Florida 33178
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Janet Davidson
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: DAVE KELLY

Address: 10773 NW 58th Street, Suite 278 Doral Fl 33178

Vice Chairman: JANET DAVIDSON

Address: 10773 NW 58th Street, Suite 278, Doral Fl 33178

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: DAVE KELLY

Address: 10773 NW 58th Street, Suite 278, Doral Fl 33178

Vice President: JANET DAVIDSON

Address: 10773 NW 58th Street, Suite 278, Doral Fl 33178

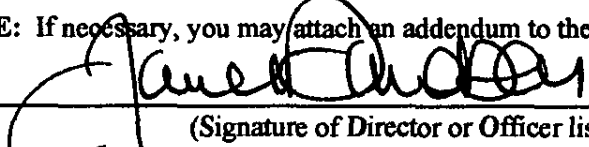
Secretary: JANET DAVIDSON

Address: 10773 NW 58th Street, Suite 278, Doral Fl 33178

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. JANET DAVIDSON
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UP BEAT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF JULY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "UP BEAT, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
2008 JUL 21 PM 5:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4304220 8300

080790479



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6731539

DATE: 07-16-08