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Division of Corporations  
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Q-UP, INC.

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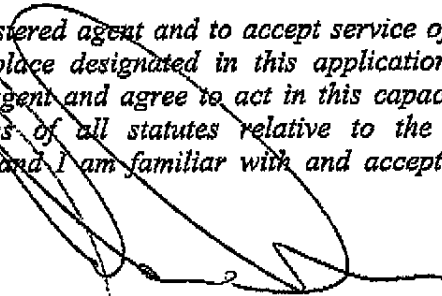
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

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.

1. The name of the Corporation is Q-UP, INC.
2. The Corporation is incorporated under the laws of Delaware.
3. The FBI has been applied for.
4. The Corporation was incorporated as of July 13, 1999.
5. The Corporation has perpetual existence.
6. The date of the first transacted business in Florida is upon qualification.
7. The Corporation's current mailing address is 3290 St. Anne's Drive, Boca Raton, Florida 33496.
8. The Corporation may engage in any activity or business permitted under the laws of the State of Florida.
9. The name and address of the Florida registered agent is: Steve Goldstein, 3290 St. Anne's Drive, Boca Raton, Florida 33496.
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.*

  
\_\_\_\_\_  
Steve Goldstein, Registered Agent

Michael D. Karsch, Esq.  
Florida Bar Number: 0132195  
Broad and Cassel  
7777 Glades Road, Suite 300  
Boca Raton, Florida 33434  
Telephone Number: (561) 483-7000  
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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 addresses of officers and/or directors:

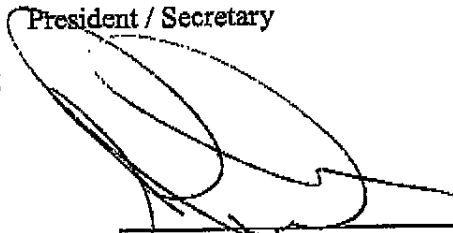
A. DIRECTORS

Steve Goldstein  
3290 St. Anne's Drive  
Boca Raton, Florida 33496

B. OFFICERS

Steven Goldstein  
3290 St. Anne's Drive  
Boca Raton, Florida 33496

President / Secretary

A large, stylized handwritten signature in black ink, appearing to read 'Steve Goldstein', is written over a horizontal line.

Steve Goldstein  
President

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*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "Q-UP, 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 THIRTIETH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9896588

DATE: 07-30-99